

# Newage Marketing Ltd.

REGD. OFFICE:  
59/17, Ground Floor, Bahubali  
Apartments, New Rohtak Road  
New Delhi, 110005  
Tel: 011-28711851  
CIN:L51909DL1984PLC018695

6<sup>th</sup> September, 2015

To,  
Metropolitan Stock Exchange of India Ltd.  
Vibgyor Towers, 4th floor, Plot No C 62, G-Block  
Opp. Trident Hotel, Bandra Kurla Complex  
Bandra (E), Mumbai - 400 098

**Sub: Submission of Annual Report for the FY 2014-15**

Dear Sirs,

In terms of the provisions of the listing agreement, please find enclosed herewith the Annual Report of the Company along with **Form-A**. The ensuing Annual general Meeting of the Company shall be held on **30<sup>th</sup> September, 2015**.

This is for your information and record please.

Thanking you

For Newage Marketing Ltd.



Director



**FORM A**

**Format of covering letter of Annual Audit Report to be filed with the stock exchanges**  
(In pursuance of clause 31 of the Listing Agreement)

|                        |   |                                 |
|------------------------|---|---------------------------------|
| 1.                     | Name of the Company                               | <b>NEWAGE MARKETING LIMITED</b> |
| 2.                     | Annual Financial Statements for the year ended    | 31 <sup>st</sup> March, 2015    |
| 3.                     | Type of Audit Observation                         | Unqualified                     |
| 4.                     | Frequency of observation                          | Not Applicable                  |
| <b>To be signed by</b> |   |                                 |
| 1                      | CEO/ Managing Director<br>[Mr. Manish Arora]      | <i>Manish</i>                   |
| 2                      | CFO<br>[Mr. Manish Arora]                         | <i>Manish</i>                   |
| 3                      | Chairman of Audit Committee<br>[Mr. Dhiraj Gupta] | <i>Dhiraj</i>                   |
| 4                      | Auditors<br>[M/s G. C. Agarwal & Associates]      | <i>G. C. Agarwal</i>            |



ANNUAL REPORT

NEWAGE MARKETING LIMITED

2014-15



# Newage Marketing Ltd.

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New Delhi, 110005  
Tel: 011-28711851  
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## Notice of the Annual General Meeting

Notice is hereby given that the next Annual General Meeting of the Members of the Company will be held on Wednesday, 30th day of September, 2015 at 11:00 A.M. at the registered office of the Company at 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi, 110005 to transact the following business:

### **Ordinary Business:**

#### **Item no.1: Adoption of Financial Statements**

Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2015 including 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 and the Reports of the Board of Directors and Auditors thereon.

#### **Item no. 2: Re-appointment of Director**

To appoint a Director in place of Mr. Manish Arora (DIN- 00373026) who retires by rotation and, being eligible, offers himself for re-appointment.

#### **Item no. 3: Appointment of Auditors**

To appoint the Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

"Resolved that pursuant to the provisions of Section 139 and other applicable provision, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s G. C. Agarwal & Associates (Firm Registration No. 017851N), be and hereby is appointed as the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting".

### **Special Business:**

#### **Item no. 4: Appointment of Mr. Dhiraj Gupta as an Independent Director**

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 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Dhiraj Gupta (DIN 02322266), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2014, for a term up to 31st March, 2019 (not liable to retire by rotation).

#### **Item no. 5: Appointment of Mr. Inder Jeet Shukla as an Independent Director**

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 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Inder Jeet Shukla (DIN- 00994325), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April, 2014, for a term up to 31st March, 2019 (not liable to retire by rotation).

**Item no. 6: Appointment of Mrs. Anju Devi as an Independent Director**

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 of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mrs. Anju Devi (DIN - 07239054), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 14<sup>th</sup> August, 2015, for a term up to 13<sup>th</sup> August, 2020 (not liable to retire by rotation).

**Item no. 7: Re-appointment of Mr. Manish Arora as Managing Director**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

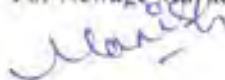
**Resolved That** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the appointment of Mr. Manish Arora (DIN: 00373026) as Managing Director of the Company, for a period of three (3) years with effect from 1<sup>st</sup> January, 2015 till 31<sup>st</sup> December, 2017 at Nil Remuneration.

**Resolved Further That** the Managing Director of the Company shall not be paid any sitting fees for attending the meetings of the Board of Directors or committee thereof.

**Resolved Further That** the Board of Directors and the Remuneration Committee of the Company be and are hereby severally authorized to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

**Resolved Further That** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to take such other steps as may be necessary in this regard."

For and on Behalf of the Board  
For Newage Marketing Ltd.



Manish Arora  
Chairman & Managing Director  
DIN: 00373026

Date: 29th May, 2015

Place: New Delhi





**NOTES:**

- A. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- B. **APPOINTMENT OF PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.**
- C. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- D. **Corporate Members:** Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- E. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- F. Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- G. **Queries at the Annual General Meeting:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- H. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain on **Wednesday, 30<sup>th</sup> September, 2015** for the purpose of the Annual General Meeting.
- I. All the documents, transfers, dematerialization requests and other communications in relation thereto should be addressed direct to the Company's Registrar and Transfer Agent, M/s. Skyline Financial Services Private Limited at D-153A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020.
- J. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- K. The Notice of AGM, Annual Report and Attendance Slip are being sent in physical form to all the members at their address registered with the Company.
- L. **Process and manner for Members opting for e-voting are as under:**
- i. In compliance with provisions of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Ltd. (NSDL).



Members are provided with the facility for voting either through electronic voting system or polling paper at the AGM and Members attending the meeting who have not already cast their vote by remote e-voting are eligible to exercise their right to vote at the meeting. Resolution(s) passed by Members through Polling Paper (at the place of AGM) and e-voting is / are deemed to have been passed as if they have been passed at the AGM.

- ii. Members who have cast their vote by remote e-voting prior to the AGM are also eligible to attend the meeting but shall not be entitled to cast their vote again.
- iii. Members can opt for only one mode of voting, i.e., either by e-voting or Polling Paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Polling paper shall be treated as invalid.
- iv. The remote e-voting period commences on **Friday, 25<sup>th</sup> September, 2015** (9:00 a.m. IST) and ends on **Tuesday, 29<sup>th</sup> September, 2015** (5:00 p.m. IST). Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, 23<sup>rd</sup> September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- v. The process and manner for remote e-voting are as under:
  - a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - b. Click on Shareholders Tab.
  - c. Now Enter your User ID
    - ✓ For CDSL: 16 digits beneficiary ID.
    - ✓ For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
    - ✓ Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Next enter the Image Verification as displayed and Click on Login.
  - e. 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 voting of any company, then your existing password is to be used.
  - f. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form. |   |
|---|---|
| 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>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul> |
| DOB   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.  |
| Dividend Bank details                                       | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  |



|  |  |
|--|--|
|  | <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member (d / folio) number in the Dividend Bank details field as mentioned in instruction (c).</li> </ul> |
|--|--|

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for **NEWAGE MARKETING LIMITED [EVSN – 150905031]**.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Non-individual Shareholders & 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 and Custodian respectively.
  - ✓ 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 a compliance user using the admin login and password. The Compliance user should link the account(s) for which they wish to vote on.
  - ✓ The list of Accounts 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.





- vi. 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@cdsindia.com](mailto:helpdesk.evoting@cdsindia.com).
- vii. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.
- viii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- ix. Ms. Anita Aswal, Practicing Company Secretary, Delhi has been appointed as the **Scrutinizer** for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process, in a fair and transparent manner.
- x. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "remote e-voting" or "Polling Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xi. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website viz. [www.newagemarketing.in](http://www.newagemarketing.in) immediately after the declaration of the result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed.

**Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to the notice**

**Item no.: 4 to 6**

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, has appointed Mr. Dhiraj Gupta, Mr. Inderjeet Shukla and Mrs. Anju Devi, as Independent Directors, in compliance with the requirements of the said clause. Pursuant to the provisions of section 149 of the Companies Act, 2013, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nominations and Remuneration Committee of the Board of Directors has recommended the appointment of Mr. Dhiraj Gupta, Mr. Inderjeet Shukla and Mrs. Anju Devi, as Independent Directors for a period of five years. Mr. Dhiraj Gupta, Mr. Inderjeet Shukla and Mrs. Anju Devi, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that continued association of Mr. Dhiraj Gupta, Mr. Inderjeet Shukla and Mrs. Anju Devi, would be of immense benefit to the Company.

The Board recommends the resolution set forth in Item no. 4 to 6 for the approval of the members.



None of the directors, key managerial personnel or their relatives, except Mr. Dhiraj Gupta, Mr. Inderjeet Shukla and Mrs. Anju Devi, to whom the resolution relates, are interested or concerned in the resolution.

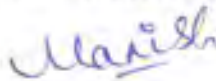
**Item no.: 7**

In terms of the applicable provisions of the Companies Act, 2013 and other applicable provisions, Mr. Manish Gupta had been appointed as the Managing Director of your Company w.e.f. 1<sup>st</sup> January, 2015 for a period of three years at Nil remuneration.

As the appointment is subject to the approval of members, your Board recommends the resolution set forth in Item no. 7 for the approval of the members.

None of the directors, key managerial personnel or their relatives, except Mr. Manish Arora, to whom the resolution relates, is interested or concerned in the resolution.

**For and on Behalf of the Board  
For Newage Marketing Ltd.**



**Manish Arora  
Chairman & Managing Director  
DIN: 00373026**

**Date: 29th May, 2015  
Place: New Delhi**



# Newage Marketing Ltd.

REGD. OFFICE:  
59/17, Ground Floor, Bahubali  
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CIN:L51909DL1984PLC018695

## BOARD'S REPORT

Dear Members

Your Directors have pleasure in presenting the Annual Report of NEWAGE MARKETING LIMITED together with the Audited financial Statements for the financial year ended 31<sup>st</sup> March, 2015.

### 1. Financial Highlights

The financial performance of your Company for the year ended 31st March, 2015 is summarized below:

| Particulars   | Amount (Rs. in lacs) |              |
|---|----------------------|--------------|
|   | FY 2014-15           | FY 2013-14   |
| Net Sales   | 77.30                | 862.18       |
| Profit before tax                                       | 29.85                | 9.88         |
| Provision for tax                                       | 9.84                 | 3.14         |
| Deferred Tax  | 0.00                 | 0.00         |
| <b>Profit after tax</b>                                 | <b>20.01</b>         | <b>6.74</b>  |
| EPS (Rs.)   | 2.39                 | 0.81         |
| Proposed Dividend                                       | Nil                  | Nil          |
| Transfer to Reserve                                     | Nil                  | Nil          |
| <b>Paid-up Share Capital</b>                            | <b>83.58</b>         | <b>83.58</b> |
| Reserves and Surplus<br>(excluding revaluation reserve) | 622.55               | 602.54       |

### 2. Year in Retrospect

During the year under review, total turnover of the Company was Rs. 77.30 lacs as against Rs. 862.18 lacs in the previous year. The Company earned a profit after tax of Rs. 20.01 lacs in the current financial year as against a profit of Rs. 6.74 lacs in the financial year 2013-14. Your Directors are putting in their best efforts to improve the performance of the Company.

### 3. Reserves & Surplus

The net movement in the major reserves of the Company for FY 2014-15 and the previous year are as follows:

| Particulars                | (Rs. In lacs) |               |
|----------------------------|---------------|---------------|
|                            | FY 2014-15    | FY 2013-14    |
| Securities Premium Account | 594.90        | 594.90        |
| Capital Reserves           | 0.00          | 0.00          |
| Profit & Loss A/c (Cr.)    | 27.64         | 7.64          |
| <b>Total</b>               | <b>622.55</b> | <b>602.54</b> |



#### **4. Public deposits**

During the financial year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

#### **5. Material Changes after the close of the financial year**

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company- 31<sup>st</sup> March, 2015 till the date of this report.

#### **6. Dividend**

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.

#### **7. Subsidiaries/ Joint Ventures/ Associates**

As on 31st March 2015, the Company had no Subsidiaries, Joint Ventures (JVs) or Associate Companies. Accordingly statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures in Form AOC-1 is not applicable.

The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year: Nil

Policy for determining material subsidiaries of the Company has been provided on the website [www.newgemarketing.in](http://www.newgemarketing.in)

#### **8. Change in the nature of business**

There has been no major change in the nature of business of your Company. Further since there is no subsidiary, joint venture and associate company, there is no question for mentioning of change in nature of business of such companies.

#### **9. Directors and Key Managerial Personnel**

In terms of Section 149 of the Companies Act, 2013, the following independent directors of the Company to hold office up to 5 (five) consecutive years:

- Mr. Dhiraj Gupta
- Mr. Inderjeet Shukla
- Mrs Anju Devi

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors are non rotational. The details of the familiarization programmes for Independent Directors are disclosed on the Company's website - [www.newgemarketing.in](http://www.newgemarketing.in)

In terms of Section 203 of the Act, the following were designated as Key Managerial Personnel of your Company by the Board:





- Mr. Manish Arora, Managing Director
- Mr. Manish Arora, Chief Financial Officer

Mrs. Anju Devi is woman director on the Board of Directors of the Company.

Details of change in the Board of Directors and the Key Managerial Personnel, during the year under review are as below:

| Name             | Designation             | Date of Appointment | Date of Resignation | Date of change in designation |
|------------------|-------------------------|---------------------|---------------------|-------------------------------|
| Mr. Manish Arora | Managing Director       | N.A.                | N.A.                | 01-01-2015                    |
| Mr. Manish Arora | Chief Financial Officer | 01-01-2015          | N.A.                | N.A.                          |

Mr. Manish Arora is liable to retire by rotation in the ensuing Annual General Meeting and being eligible offer himself for re-appointment. Directors recommend his re-appointment.

#### 10. Declaration of Independence

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013.

#### 11. Disclosure of commission paid to managing or whole time directors

There is no commission paid or payable by your company to the managing director or the whole time director.

#### 12. Number of meetings of the Board of Directors and its Committees

The details of the number of Board of Directors of your Company are as below:

| Meeting                              | No. of Meeting | Dates of Meeting   |
|--------------------------------------|----------------|--|
| Board of Directors                   | Six (6)        | 29.05.2014, 14.08.2014, 14.11.014, 01.12.2014, 01.01.2015 and 14.02.2015 |
| Audit Committee                      | Four (4)       | 29.05.2014, 14.08.2014, 14.11.2014, and 14.02.2015                       |
| Nomination & Remuneration Committee  | One (1)        | 01.01.2015   |
| Stakeholder's Relationship Committee | Two (2)        | 14.11.2014, 01.12.2014   |

#### 13. Annual Evaluation of Board performance and performance of its committees and individual directors

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of the working of its Committees. Feedback was sought from Directors about their views on the performance of the Board covering various criteria. Feedback was also taken from directors on his assessment of the performance of the other Directors. The Nomination and Remuneration Committee (NRC) then discussed the above feedback received from all the Directors. Based on the inputs received, the Chairman of the NRC also made a presentation to the Independent Directors at their meeting, summarizing the inputs received from the Directors as regards Board performance as a whole, and of the Chairman. Post the meeting of the Independent Directors, their collective feedback on the performance of the Board (as a whole) was discussed by the Chairman of the NRC with the Chairman of the Board.



Every statutorily mandated committee of the Board conducted a self-assessment of its performance and these assessments were presented to the Board for consideration. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. Feedback was provided to the Directors, as appropriate. Significant highlights, learning and action points arising out of the evaluation were presented to the Board.

#### **14. Remuneration Policy for the Directors, Key Managerial Personnel and other employees**

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder, the Board of Directors of the Company has formulated the Nomination and Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee.

The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters is set-out in **Annexure-I** to this Report.

#### **15. Committees of the Board**

The Committees of the Board focus on certain specific areas and make informed decisions in line with the delegated authority. The following Committees constituted by the Board function according to their respective roles and defined scope:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee

Composition of the Committee of the Board of Directors of the Company is as below:

##### **Audit Committee:**

1. Mr. Dhiraj Gupta – Chairman (Independent Director)
2. Mr. Vipin Verma – Member (Independent Director)
3. Mr. Manish Arora – Member (Executive Director)

##### **Stakeholders Relationship Committee:**

1. Mr. Dhiraj Gupta – Chairman (Independent Director)
2. Mr. Vipin Verma – Member (Independent Director)
3. Mr. Manish Arora – Member (Executive Director)

##### **Nomination and Remuneration Committee:**

1. Mr. Dhiraj Gupta – Chairman (Independent Director)
2. Mr. Vipin Verma – Member (Independent Director)
3. Mr. Manish Arora – Member (Executive Director)

#### **16. Audit Committee Recommendations**

During the year all the recommendations of the Audit Committee were accepted by the Board.



#### **17. Conservation of Energy, Technology Absorption**

The information on conservation of energy and technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is attached as **Annexure-II**.

#### **18. Particulars of Employees and Remuneration**

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in **Annexure-III** to this Report.

#### **19. Related Party Transactions**

In line with the requirements of the Companies Act, 2013 and the Listing Agreement, the Company has formulated a Policy on Related Party Transactions and the same is uploaded on the Company's website: [www.newgemarketing.in](http://www.newgemarketing.in). Details of Related Party Transactions as per AOC-2 are provided in **Annexure-IV**.

#### **20. Loans and investments**

The details of loans, guarantees and investments, if any, under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are given in the financial statements of your Company.

#### **21. Extract of Annual Return**

Pursuant to Section 92 of the Act and Rule 12 of The Companies (Management and Administration) Rules, 2014, the extract of Annual Return in Form MGT-9, is provided in **Annexure-V**.

#### **22. Auditors and auditors' report:**

At the last Annual General Meeting of the Company, M/s. G.C. Agarwal & Associates, Chartered Accountants, New Delhi were appointed as the Auditors to hold office till the conclusion of the ensuing Annual General Meeting.

M/s. G.C. Agarwal & Associates, Chartered Accountants, who retire at the ensuing AGM of your Company, are eligible for re-appointment. Your Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if made, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder. The Audit Committee and the Board of Directors recommend the appointment of M/s. G.C. Agarwal & Associates, Chartered Accountants as the Auditors of your Company for the financial year 2015-16 till the conclusion of the next AGM.

The Auditors' Report for the financial year 2014-15, does not contain any qualification, observation or adverse remarks and accordingly no comments required by your Board of Directors on the same.





### **23. Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014; the Secretarial Audit Report provided by the Secretarial Auditors is annexed as Annexure-VI.

The Secretarial Auditors' Report for the financial year 2014-15, contains certain qualifications. Due to various frequent regulatory changes, including implementation of the Companies Act, 2013, amendment in the listing agreement and de-recognition of the Delhi Stock Exchange Ltd, by SEBI; there were certain lapses in compliances in the last year. Most of the non compliances have been regularized now and your directors propose to complete the pending non compliances in due course.

### **24. Internal Control Systems and adequacy of Internal Financial Controls**

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

In terms of section 138 of the Companies Act, 2013, M/s. SRP & Co., Chartered Accountants has been appointed as the Internal Auditors of your Company. The Company also has an Audit Committee, who interacts with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference.

### **25. Risk management**

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment. Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as decided by the management.

There are no risks which in the opinion of the Board threaten the existence of your Company.

### **26. Cost Records and Cost Audit Report**

In terms with the provisions of section 148 of the Companies act, 2013 read with the Companies (Cost records and audit) Rules 2014, maintenance of cost records and appointment of Cost Auditors are not applicable on your Company.

### **27. Vigil mechanism**

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177(9) of the Companies Act, 2013, a vigil mechanism was established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The copy of vigil mechanism policy is uploaded on the website of your company.

### **28. Corporate Governance**

Clause 49 of the Listing Agreements is not applicable on your Company.





### **29. Code of Conduct for Prevention of Insider Trading**

Your Company's Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company. The Directors, their relatives, senior management personnel, persons forming part of promoter(s)/promoter group(s), designated employees etc. are restricted in purchasing, selling and dealing in the shares of the Company while in possession of unpublished price sensitive information about the Company as well as during the closure of trading window.

The Board of Directors has approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the Code for Fair Disclosure in line with SEBI (Prohibition of Insider Trading) Regulation, 2015 and the same can be accessed on the website of your Company: [www.newgemarketing.in](http://www.newgemarketing.in)

### **30. Corporate Social Responsibility**

Provisions of the Corporate Social Responsibility as mentioned under the Companies Act, 2013 is not applicable on the Company.

### **31. Significant/material orders passed by the regulators**

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

### **32. General**

Your Board of Directors confirms that (a) Your Company has not issued equity shares with differential rights as to dividend, voting or otherwise; (b) Your Company does not have any ESOP scheme for its employees/Directors; and, (c) there is no scheme in your Company to finance any employee to purchase shares of your Company.

### **33. Directors' Responsibility Statement**

Pursuant to Section 134(3)(c) and 134(5) of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2015, the applicable accounting standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31<sup>st</sup> March, 2015 and of the profit and loss of the Company for the financial year ended 31<sup>st</sup> March, 2015;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a 'going concern' basis;



- e. proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

#### 34. Stock Exchange Listing

The shares of the Company have been listed on the Metropolitan Stock Exchange of India Ltd. (formerly MCX Stock Exchange Ltd). The listing fee for the financial year 2015-16 has been paid to the stock exchange.

#### 35. Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

For and on Behalf of the Board  
For Newage Marketing Ltd.

*Manish*

Manish Arora  
Chairman & Managing Director  
DIN: 00373026

Date: 29th May, 2015  
Place: New Delhi



## ANNEXURE-I TO THE BOARD'S REPORT

### **NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### **Definitions:**

“**Remuneration**” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- i. Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii. Chief Financial Officer;
- iii. Company Secretary; and
- iv. Such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management, one level below the Executive Directors, including the functional heads.

#### **Objective:**

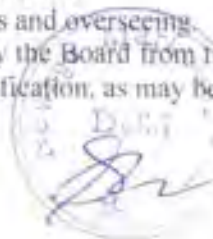
The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

#### **Role of the Committee:**

The role of the NRC are inter alia, includes the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director's performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.



A circular stamp with a signature inside. The text inside the stamp is partially legible and appears to say "NRC" and "2024".



- To perform such other functions as may be necessary or appropriate for the performance of its duties.

#### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

#### **TERM/ TENURE**

- a) **Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

- b) **Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### **EVALUATION**

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

#### **REMOVAL**

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.





## RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

### **1) Remuneration to Managing Director / Whole-time Directors:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

### **2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
  - i) The Services are rendered by such Director in his capacity as the professional; and
  - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

### **3) Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.



- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

**IMPLEMENTATION**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- Company shall disclose the remuneration policy and evaluation criteria in its Annual Report.
- The Committee may Delegate any of its powers to one or more of its members.



**ANNEXURE-II TO THE BOARD'S REPORT**

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

| <b>A. Conservation of energy</b>              |   |  |
|---|---|--|
| (i)   | The steps taken or impact on conservation of energy   |  |
| (ii)  | The steps taken by the company for utilising alternate sources of energy  | N.A. (General measures for conservation of energy are pursued on an ongoing basis) |
| (iii)   | The capital investment on energy conservation equipments  | N.A.   |
| <b>B. Technology absorption</b>               |   |  |
| (i)   | The efforts made towards technology absorption  | No new Technology has been adopted during the year under review                    |
| (ii)  | The benefits derived like product improvement, cost reduction, product development or import substitution               | N.A.   |
| (iii)   | In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) |  |
| (a)   | The details of technology imported  | N.A.   |
| (b)   | The year of import  | N.A.   |
| (c)   | Whether the technology been fully absorbed  | N.A.   |
| (d)   | If not fully absorbed, areas where absorption has not taken place, and the reasons thereof                              | N.A.   |
| (iv)  | Expenditure on Research & Development   | N.A.   |
| <b>C. Foreign exchange earnings and Outgo</b> |   |  |
| (a)   | Total Foreign Exchange Earnings in 2014-15 (Equivalent Rs.)   | Nil  |
| (b)   | Total Foreign Exchange outgo in 2014-15 (Equivalent Rs.)  | Nil  |



**ANNEXURE-III TO THE BOARD'S REPORT**

**INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

**A. Ratio of remuneration of each Director to the median remuneration of all the employees of Your Company for the financial year 2014-15 is as follows:**

| Name of the Director  | Total Remuneration (Rs.) | Ratio of remuneration of director to the Median remuneration |
|-----------------------|--------------------------|--|
| Mr. Manish Arora      | Nil                      | N.A.   |
| Mr. Dhiraj Gupta      | Nil                      | N.A.   |
| Mr. Inder Jeet Shukla | Nil                      | N.A.   |

**B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2014-15 is as follows:**

| Name                  | Designation             | Remuneration (Rs.) |         | Increase |
|-----------------------|-------------------------|--------------------|---------|----------|
|                       |                         | 2014-15            | 2013-14 | %        |
| Mr. Manish Arora      | Managing Director       | Nil                | Nil     | Nil      |
| Mr. Manish Arora      | Chief Financial Officer | Nil                | Nil     | Nil      |
| Mr. Dhiraj Gupta      | Director                | Nil                | Nil     | Nil      |
| Mr. Inder Jeet Shukla | Director                | Nil                | Nil     | Nil      |

**C. Percentage increase in the median remuneration of all employees in the financial year 2014-15:**

|  | 2014-15 | 2013-14 | Increase (%) |
|--|---------|---------|--------------|
| Median remuneration of all employees per annum | Nil     | Nil     | N.A.         |

\* There is/ was no employee in the Company except the Managing Director & CFO, who is not taking any salary.

**D. Number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2015:**

| SN | Category                    | Number of Employee |
|----|-----------------------------|--------------------|
| 1  | Executive Manager Cadre     | 1                  |
| 2  | Staff                       | Nil                |
| 3  | Other lower level employees | Nil                |
|    | <b>Total</b>                | <b>1</b>           |

**E. Explanation on the relationship between average increase in remuneration and Company Performance:**

The increase in average remuneration of all employees in the financial year 2014-15 as compared to the financial year 2013-14 was N.A.





The key indices of Company's performance are:

|                   | (Amount Rs. In lacs) |         |            |
|-------------------|----------------------|---------|------------|
|                   | 2014-15              | 2013-14 | Growth (%) |
| Total Revenue     | 77.30                | 862.18  | -91.03%    |
| Profit Before Tax | 29.85                | 9.88    | 202.13%    |
| Profit after Tax  | 20.01                | 6.74    | 196.88%    |

There is/ was no employee in the Company except the Managing Director & CFO, who is not taking any salary.

**F. Comparison of the remuneration of the Key Managerial Personnel against the performance of Your Company:**

The remuneration of Key Managerial Personnel increased by N.A. in 2014-15, compared to 2013-14, whereas the Profit before Tax decreased by N.A. in 2014-15, compared to 2013-14.

**G. Details of Share price and market capitalization:**

The details of variation in the market capitalization and price earnings ratio as at the closing date of the current and previous financial years are as follows:

|   | As on 31 <sup>st</sup> March, 2015 | As on 31 <sup>st</sup> March, 2014 | Increase/ (decrease) in % |
|---|------------------------------------|------------------------------------|---------------------------|
| Price Earnings Ratio                      | N.A.                               | N.A.                               | N.A.                      |
| Market Capitalisation (Amount in Rs. Cr)* | N.A.                               | N.A.                               | N.A.                      |
| Networth (Amount in Rs. Cr)               | 7.06                               | 6.86                               | 2.92%                     |

\* The Company was earlier listed on Delhi Stock Exchange Ltd., where there was no trading. Even after listing on the Metropolitan Stock Exchange of India Ltd, there is no trading in the Scrip of the Company.

**Comparison of share price at the time of first public offer and market price of the share of 31st March, 2015:** Not Applicable; there is no public issue made by the Company in the last more than 10 years.

**H. Comparison of average percentage increase in salary of employees other than the key managerial personnel and the percentage increase in the key managerial remuneration:**

|   | (Amount in Rs.) |         |              |
|---|-----------------|---------|--------------|
|   | 2014-15         | 2013-14 | Increase (%) |
| Average salary of all Employees (other than Key Managerial Personnel) | N.A.            | N.A.    | N.A.         |
| Salary of MD & CEO  | N.A.            | N.A.    | N.A.         |
| Salary of CFO & CS  | N.A.            | N.A.    | N.A.         |

The increase in remuneration of employees other than the managerial personnel is in line with the increase in remuneration of managerial personnel; N.A.



**I. Key parameters for the variable component of remuneration paid to the Directors:**

There is no variable component of remuneration payable to any director of your Company.

**J. There are no employees of the Company who receive remuneration in excess of the highest paid Director of the Company.**

**K. Affirmation:**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior management is as per the Remuneration Policy of your Company.

**L. Statement containing the particulars of employees in accordance with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

List of employees of the Company employed throughout the financial year 2014-15 and were paid remuneration not less than Rs. 60 lakhs per annum: Nil

Employees employed for the part of the year and were paid remuneration during the financial year 2014-15 at a rate which in aggregate was not less than Rs. 5 lakhs per month: Nil



**ANNEXURE-IV TO THE BOARD'S REPORT**

**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

| S. No. | Particulars   | Details |
|--------|---|---------|
| 1      | Name (s) of the related party & nature of relationship  | N.A.    |
| 2      | Nature of contracts/ arrangements/ transaction  |         |
| 3      | Duration of the contracts/ arrangements/ transaction  |         |
| 4      | Salient terms of the contracts or arrangements or transaction including the value, if any                         |         |
| 5      | Justification for entering into such contracts or arrangements or transactions'                                   |         |
| 6      | Date of approval by the Board   |         |
| 7      | Amount paid as advances, if any   |         |
| 8      | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 |         |

**2. Details of contracts or arrangements or transactions at Arm's length basis**

| S. No | Particulars   | Details |
|-------|---|---------|
| 1     | Name (s) of the related party & nature of relationship                                    | N.A.    |
| 2     | Nature of contracts/ arrangements/ transaction  |         |
| 3     | Duration of the contracts arrangements/ transaction                                       |         |
| 4     | Salient terms of the contracts or arrangements or transaction including the value, if any |         |
| 5     | Date of approval by the Board   |         |
| 6     | Amount paid as advances, if any   |         |

For and on Behalf of the Board  
For Newage marketing Ltd.

*Manish*

Manish Arora  
Chairman & Managing Director  
DIN: 00373026

Date: 29<sup>th</sup> May, 2015  
Place: New Delhi



**ANNEXURE-V TO THE BOARD'S REPORT**

**FORM NO. MGT-9**

**Extract of Annual Return**

**As on the financial year ended 31<sup>st</sup> March, 2015**

*[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. Registration and other details:**

|      |   |   |
|------|---|---|
| i)   | CIN   | 151909DL1984PLC018695   |
| ii)  | Registration Date   | 17-07-1984  |
| iii) | Name of the Company   | NEWAGE MARKETING LIMITED  |
| iv)  | Category/Sub-Category of the Company                                      | Public Limited Company  |
| v)   | Address of the Registered office and contact details                      | 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi - 110005   |
| vi)  | Whether listed company (Yes/No)   | Yes; Listed   |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | <b>Skyline Financial Services Private Limited</b><br>D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area Phase - I<br>New Delhi - 110 020<br>Ph:- 011-64732681-88; Fax:- 011-26812682<br>email:- virens@skylinerta.com; website : www.skylinerta.com |

**II. Principal business activities of the company**

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

| SN | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|----|--|---------------------------------|------------------------------------|
| 1. | Trading  | 469                             | 100                                |

**III. Particulars of holding, subsidiary and associate companies: NIL**

| S. No | Name and address of the company | CIN/GLN | Holding/ subsidiary / associate | % age of shares held | Applicable section |
|-------|---------------------------------|---------|---------------------------------|----------------------|--------------------|
| 1.    |                                 |         |                                 |                      |                    |
| 2.    |                                 |         |                                 |                      |                    |
| 3.    |                                 |         |                                 |                      |                    |

**IV. Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)**

**a) Category-wise Share Holding**

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31/03/2014] |          |       |                   | No. of Shares held at the end of the year [As on 31/03/2015] |          |       |                   | % Change during the year |
|--------------------------|--|----------|-------|-------------------|--|----------|-------|-------------------|--------------------------|
|                          | Demat  | Physical | Total | % of Total Shares | Demat  | Physical | Total | % of Total Shares |                          |
| <b>A. Promoters</b>      |  |          |       |                   |  |          |       |                   |                          |
| <b>(1) Indian</b>        |  |          |       |                   |  |          |       |                   |                          |
| a) Individual/ HUF       | 0  | 0        | 0     | 0.00              | 0  | 40000    | 40000 | 4.79              | 4.79                     |
| b) Central Govt          | 0  | 0        | 0     | 0.00              | 0  | 0        | 0     | 0.00              | 0.00                     |
| c) State Govt(s)         | 0  | 0        | 0     | 0.00              | 0  | 0        | 0     | 0.00              | 0.00                     |
| d) Bodies Corp.          | 0  | 0        | 0     | 0.00              | 0  | 0        | 0     | 0.00              | 0.00                     |
| e) Banks / FI            | 0  | 0        | 0     | 0.00              | 0  | 0        | 0     | 0.00              | 0.00                     |





|  |          |               |               |             |          |               |               |              |              |
|--|----------|---------------|---------------|-------------|----------|---------------|---------------|--------------|--------------|
| f) Any other   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| <b>Sub-total (A)(1)</b>  | <b>0</b> | <b>0</b>      | <b>0</b>      | <b>0.00</b> | <b>0</b> | <b>40000</b>  | <b>40000</b>  | <b>4.79</b>  | <b>4.79</b>  |
| <b>(2) Foreign</b>   |          |               |               |             |          |               |               |              |              |
| a) NRIs Individual   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| b) Other Individuals   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| c) Bodies Corporate  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| d) Banks / FI  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| e) Any other   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| <b>Sub-total (A)(1)</b>  | <b>0</b> | <b>0</b>      | <b>0</b>      | <b>0.00</b> | <b>0</b> | <b>0</b>      | <b>0</b>      | <b>0.00</b>  | <b>0.00</b>  |
| <b>Total Shareholding of Promoter<br/>A=A(1)+A(2)</b>                            | <b>0</b> | <b>0</b>      | <b>0</b>      | <b>0.00</b> | <b>0</b> | <b>40000</b>  | <b>40000</b>  | <b>4.79</b>  | <b>4.79</b>  |
| <b>B. Public Shareholding</b>  |          |               |               |             |          |               |               |              |              |
| <b>1. Institutions</b>   |          |               |               |             |          |               |               |              |              |
| a) Mutual Funds  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| b) Banks / FI  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| c) Central Govt  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| d) State Govt(s)   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| e) Venture Capital Funds   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| f) Insurance Companies   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| g) FIs   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| h) Foreign Venture Capital Funds   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| i) Others (specify)  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| <b>Sub-total (B)(1):-</b>  | <b>0</b> | <b>0</b>      | <b>0</b>      | <b>0.00</b> | <b>0</b> | <b>0</b>      | <b>0</b>      | <b>0.00</b>  | <b>0.00</b>  |
| <b>2. Non-Institutions</b>   |          |               |               |             |          |               |               |              |              |
| a) Bodies Corporate  |          |               |               |             |          |               |               |              |              |
| i) Indian  | 0        | 100831        | 100831        | 12.06       | 0        | 100831        | 100831        | 12.06        | 0.00         |
| ii) Overseas   | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| b) Individuals   |          |               |               |             |          |               |               |              |              |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh         | 0        | 56010         | 56010         | 6.70        | 0        | 56010         | 56010         | 6.70         | 0.00         |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 0        | 678990        | 678990        | 81.42       | 0        | 638990        | 638990        | 76.45        | -4.79        |
| c) Others (specify)  | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| <b>Sub-total (B)(2):-</b>  | <b>0</b> | <b>835831</b> | <b>835831</b> | <b>100</b>  | <b>0</b> | <b>795831</b> | <b>795831</b> | <b>95.21</b> | <b>-4.79</b> |
| <b>Total Public Shareholding<br/>(B)=(B)(1)+ (B)(2)</b>                          | <b>0</b> | <b>835831</b> | <b>835831</b> | <b>100</b>  | <b>0</b> | <b>795831</b> | <b>795831</b> | <b>95.21</b> | <b>-4.79</b> |
| <b>C. Shares held by Custodian for GDRs &amp; ADRs</b>                           | 0        | 0             | 0             | 0.00        | 0        | 0             | 0             | 0.00         | 0.00         |
| <b>Grand Total (A+B+C)</b>   | <b>0</b> | <b>835831</b> | <b>835831</b> | <b>100</b>  | <b>0</b> | <b>835831</b> | <b>835831</b> | <b>100</b>   | <b>0.00</b>  |



b) Shareholding of Promoter:

| SN | Shareholder's Name | Shareholding at the beginning of the year |                                  |  | Share holding at the end of the year |                                  |  | % change in share holding during the year |
|----|--------------------|---|----------------------------------|--|--------------------------------------|----------------------------------|--|---|
|    |                    | No. of Shares                             | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares                        | % of total Shares of the company | % of Shares Pledged / encumbered to total shares |   |
| 1  | MR.MANISH ARORA    | 0   | 0.00                             | 0.00   | 40000                                | 4.79                             | 0.00   | 4.79                                      |
|    | Total              | 0   | 0.00                             | 0.00   | 40000                                | 4.79                             | 0.00   | 4.79                                      |

c) Change in Promoters' Shareholding

| SN | Shareholder's Name | Shareholding  |                                  | Date of change | Increase/ (Decrease) in shareholding | Reason   | Cumulative Shareholding during the year (01.01.2014 to 31.03.2015) |                                  |
|----|--------------------|---|----------------------------------|----------------|--------------------------------------|----------|--|----------------------------------|
|    |                    | No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015) | % of total Shares of the Company |                |                                      |          | No. of Shares  | % of total Shares of the Company |
| 1  | MR. MANISH ARORA   | 0   | 0.00                             | 01.12.2014     | 40000                                | Transfer | 40000  | 4.79                             |
|    |                    | 40000   | 4.79                             |                |                                      |          |  |                                  |

d) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

| SN | Shareholder's Name  | Shareholding  |                                  | Date of change | Increase/ (Decrease) in shareholding | Reason    | Cumulative Shareholding during the year (01.01.2014 to 31.03.2015) |                                  |
|----|---------------------|---|----------------------------------|----------------|--------------------------------------|-----------|--|----------------------------------|
|    |                     | No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015) | % of total Shares of the Company |                |                                      |           | No. of Shares  | % of total Shares of the Company |
| 1  | ASHOK ARORA         | 123000  | 14.72                            | 01.12.2014     | -40000                               | Transfer  | 83000  | 9.93                             |
|    |                     | 83000   | 9.93                             |                |                                      |           |  |                                  |
| 2  | SANDEEP GUPTA       | 45000   | 5.38                             | No Change      | No Change                            | No Change | 45000  | 5.38                             |
|    |                     | 45000   | 5.38                             | No Change      | No Change                            | No Change | 45000  | 5.38                             |
| 3  | RAJNI GUPTA         | 43500   | 5.2                              | No Change      | No Change                            | No Change | 43500  | 5.2                              |
|    |                     | 43500   | 5.2                              | No Change      | No Change                            | No Change | 43500  | 5.2                              |
| 4  | PADAM KUMAR AGARWAL | 42000   | 5.02                             | No Change      | No Change                            | No Change | 42000  | 5.02                             |
|    |                     | 42000   | 5.02                             | No Change      | No Change                            | No Change | 42000  | 5.02                             |
| 5  | PUSHPA BHUTORIA     | 36000   | 4.31                             | No Change      | No Change                            | No Change | 36000  | 4.31                             |
|    |                     | 36000   | 4.31                             | No Change      | No Change                            | No Change | 36000  | 4.31                             |
| 6  | SMITA AGARWAL       | 30900   | 3.7                              | No Change      | No Change                            | No Change | 30900  | 3.7                              |
|    |                     |   |                                  |                |                                      |           |  |                                  |



|    |                      |       |      |           |           |           |       |      |
|----|----------------------|-------|------|-----------|-----------|-----------|-------|------|
|    |                      | 30900 | 3.7  | No Change | No Change | No Change | 30900 | 3.7  |
| 7  | ANKITA AGARWAL       | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
|    |                      | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
| 8  | NIMISH AGARWAL       | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
|    |                      | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
| 9  | MEENA GARWAL         | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
|    |                      | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
| 10 | SUDHIR KUMAR AGARWAL | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
|    |                      | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
| 11 | KAMLA GUPTA          | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |
|    |                      | 30000 | 3.59 | No Change | No Change | No Change | 30000 | 3.59 |

e) Shareholding of Directors and Key Managerial Personnel:

| SN | Name of the Directors and KMPs | Shareholding  |                                  | Date of change | Increase/ (Decrease) in shareholding | Reason | Cumulative Shareholding during the year (01.04.2014 to 31.03.2015) |                                  |
|----|--------------------------------|---|----------------------------------|----------------|--------------------------------------|--------|--|----------------------------------|
|    |                                | No. of Shares at the beginning (01.04.2014)/ end of the year (31.03.2015) | % of total Shares of the Company |                |                                      |        | No. of Shares  | % of total Shares of the Company |
| 1  | Mr. Manish Arora               | Nil   | Nil                              | N.A.           | N.A.                                 | N.A.   | Nil  | Nil                              |
| 2  | Mr. Dhiraj Gupta               | Nil   | Nil                              | N.A.           | N.A.                                 | N.A.   | Nil  | Nil                              |
| 3  | Mr. Inderjeet Shukla           | Nil   | Nil                              | N.A.           | N.A.                                 | N.A.   | Nil  | Nil                              |

V) Indebtedness of the company including interest outstanding/ accrued but not due for payment

|  | (Rs. In lacs)                    |                 |          |                    |
|--|----------------------------------|-----------------|----------|--------------------|
|  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | 0                                | 19511327        | 0        | 19511327           |
| ii) Interest due but not paid                              | 0                                | 0               | 0        | 0                  |
| iii) Interest accrued but not due                          | 0                                | 0               | 0        | 0                  |
| <b>Total (i+ii+iii)</b>                                    | 0                                | 0               | 0        | 0                  |
| <b>Change in Indebtedness during the financial year</b>    | 0                                | 19511327        | 0        | 19511327           |
| • Addition   | 0                                | 0               | 0        | 0                  |
| • Reduction (Repayments)                                   | 0                                | 7625000         | 0        | 7625000            |
| <b>Net Change</b>  | 0                                | -7625000        | 0        | -7625000           |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                 |          |                    |
| i) Principal Amount  | 0                                | 11886327        | 0        | 11886327           |



|                                   |   |          |   |          |
|-----------------------------------|---|----------|---|----------|
| ii) Interest due but not paid     | 0 | 0        | 0 | 0        |
| iii) Interest accrued but not due | 0 | 0        | 0 | 0        |
| <b>Total (i+ii+iii)</b>           | 0 | 0        | 0 | 0        |
|                                   | 0 | 11886327 | 0 | 11886327 |

#### VI. Remuneration of directors and key managerial personnel

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| SN. | Particulars of Remuneration   | Name of MD/WTD/ Manager  |            | Total Amount (in Rs.) |
|-----|---|--|------------|-----------------------|
|     |   | Mr. Manish Arora   |            |                       |
| 1   | Gross salary  |  |            |                       |
|     | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | Nil  | Nil        | Nil                   |
|     | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | Nil  | Nil        | Nil                   |
|     | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961             | Nil  | Nil        | Nil                   |
| 2   | Stock Option  | Nil  | Nil        | Nil                   |
| 3   | Sweat Equity  | Nil  | Nil        | Nil                   |
| 4   | Commission  | Nil  | Nil        | Nil                   |
|     | - as % of profit  | Nil  | Nil        | Nil                   |
|     | - others, specify...  | Nil  | Nil        | Nil                   |
| 5   | Others, please specify  | Nil  | Nil        | Nil                   |
|     | <b>Total (A)</b>  | <b>Nil</b>   | <b>Nil</b> | <b>Nil</b>            |
|     | <b>Ceiling as per the Act</b>   | It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013. |            |                       |

##### B. Remuneration to other directors

| SN. | Particulars of Remuneration                | Name of director   |                     | Total Amount (in Rs.) |
|-----|--|--|---------------------|-----------------------|
|     |  | Mr. Dhiraj Gupta   | Mr. Iderjoet Shukla |                       |
| 1   | <b>Independent Directors</b>               |  |                     |                       |
|     | Fee for attending board committee meetings | Nil  | Nil                 | Nil                   |
|     | Commission                                 | Nil  | Nil                 | Nil                   |
|     | Others, please specify                     | Nil  | Nil                 | Nil                   |
|     | <b>Total (1)</b>                           | <b>Nil</b>   | <b>Nil</b>          | <b>Nil</b>            |
| 2   | <b>Other Non-Executive Directors</b>       | Nil  | Nil                 | Nil                   |
|     | Fee for attending board committee meetings | Nil  | Nil                 | Nil                   |
|     | Commission                                 | Nil  | Nil                 | Nil                   |
|     | Others, please specify                     | Nil  | Nil                 | Nil                   |
|     | <b>Total (2)</b>                           | <b>Nil</b>   | <b>Nil</b>          | <b>Nil</b>            |
|     | <b>Total (B)=(1+2)</b>                     | <b>Nil</b>   | <b>Nil</b>          | <b>Nil</b>            |
|     | <b>Total Managerial Remuneration</b>       | <b>Nil</b>   | <b>Nil</b>          | <b>Nil</b>            |
|     | <b>Overall Ceiling as per the Act</b>      | It is in accordance with the ceiling as specified under section 197 read with Schedule V of the Companies Act, 2013. |                     |                       |





C. Remuneration to key managerial personnel other than MD/Manager/WTD

(Amount in Rs.)

| SN | Particulars of Remuneration   | Key Managerial Personnel |             |                  |             |
|----|---|--------------------------|-------------|------------------|-------------|
|    |   | CEO                      | CS          | CFO              | Total       |
| 1  | Gross salary  |                          |             | Mr. Manish Arora |             |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | N.A.                     | N.A.        | Nil              | N.A.        |
|    | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961                             | N.A.                     | N.A.        | Nil              | N.A.        |
|    | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961              | N.A.                     | N.A.        | Nil              | N.A.        |
| 2  | Stock Option  | N.A.                     | N.A.        | Nil              | N.A.        |
| 3  | Sweat Equity  | N.A.                     | N.A.        | Nil              | N.A.        |
| 4  | Commission  | N.A.                     | N.A.        | Nil              | N.A.        |
|    | - as % of profit  | N.A.                     | N.A.        | Nil              | N.A.        |
|    | others, specify...  | N.A.                     | N.A.        | Nil              | N.A.        |
| 5  | Others, please specify  | N.A.                     | N.A.        | Nil              | N.A.        |
|    | <b>Total</b>  | <b>N.A.</b>              | <b>N.A.</b> | <b>Nil</b>       | <b>N.A.</b> |

VII. Penalties/ punishment/ compounding of offences: Nil [No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.]

| Type                                | Section of the Companies Act | Brief Description | Details of Penalty / Punishment/ Compounding fees imposed | Authority [RD / NCLT/ COURT] | Appeal made, if any (give Details) |
|-------------------------------------|------------------------------|-------------------|---|------------------------------|------------------------------------|
| <b>A. Company</b>                   |                              |                   |   |                              |                                    |
| Penalty                             |                              |                   |   |                              |                                    |
| Punishment                          |                              |                   |   |                              |                                    |
| Compounding                         |                              |                   |   |                              |                                    |
| <b>B. Directors</b>                 |                              |                   |   |                              |                                    |
| Penalty                             |                              |                   |   |                              |                                    |
| Punishment                          |                              |                   |   |                              |                                    |
| Compounding                         |                              |                   |   |                              |                                    |
| <b>C. Other officers in default</b> |                              |                   |   |                              |                                    |
| Penalty                             |                              |                   |   |                              |                                    |
| Punishment                          |                              |                   |   |                              |                                    |
| Compounding                         |                              |                   |   |                              |                                    |





**ACHITA SOBTI**

**COMPANY SECRETARY**

244, Bhera Enclave,

Paschim Vihar,

Delhi-110087

M. No:++ 91- 9999736049

[csachitasobti@gmail.com](mailto:csachitasobti@gmail.com)

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

To,  
The Members,  
**NEWAGE MARKETING LIMITED**  
59/17, Ground Floor  
Bahubali Apartments  
New Rohtak Road  
Delhi-110005

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Newage Marketing Limited**. (Hereinafter called the company) Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31<sup>st</sup> March 2015 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;





- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards issued by The Institute of Company Secretaries of India. (**not applicable to the Company during the Audit Period**); and
- The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

- The Company has not complied with the provision of Section 184 (1) of the Companies Act 2013, read with rule 9 (1) of the Companies (Meetings of Board and its Powers) Rules, 2014 in its meeting held on 29.05.2014.
- The Company has not complied with the provision of Section 179 of the Companies Act 2013, read with rule 8 (9) of the Companies (Meetings of Board and its Powers) Rules, 2014 in its Board Meetings held on 14.08.2015, 14.11.2014 & 14.02.2015 respectively.
- The Company has not complied with the provision of Section 149 of the Companies Act 2013, read with rule 3 (i) of Companies (Appointment and Qualification of Directors) with regard to appointment of women director in respect of the period under review.
- The Company has not complied with the provision Section-203 of Companies Act 2013 with regard to appointment of Company Secretary in respect of the period under review.





- The Company has not complied with the provision of Section 178 of Companies Act 2013 and Clause 49 (IV) of the listing Agreement with regard to formation of Nomination & Remuneration Committee and the company has not complied with certain provisions of Companies Act & Listing Agreement, as applicable from time to time and in respect of the period under review.
- The Company has appointed Managing Director & Chief Financial Officer with effect from 1<sup>st</sup> January 2015, however filling of MGT-14 & MR - 1 is pending in terms of provision of Section 179 of the Companies Act 2013, read with rule 8(2) of the Companies (Meetings of Board and its Powers) Rules, in respect of the period under review.
- The Company has not complied with the provisions of SEBI/Cir/ISD/3 /2011 dated June 17, 2011 with regard to Shareholding of promoter / promoter group to be in dematerialized mode in respect of the period under review.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except the appointment of Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

**We further report that** as per explanation given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 29<sup>th</sup> May 2015  
Place: New Delhi



**Achita Sobti**  
**Company Secretary**  
Membership No.: A33858  
Certificate of Practice No.: 12718



To,  
The Members,  
**NEWAGE MARKETING LIMITED**  
59/17, Ground Floor  
Bahubali Apartments  
New Rohtak Road  
Delhi-110005

Our report of even date is to be read along with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required we have obtained the management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provision of Corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company not of the efficacy or effectiveness with which the management has conducted the affairs of the company.



**Achita Sobti**  
Company Secretaries  
ACS No: 33858  
CP No: 12718

Date: 29th May 2015  
Place: New Delhi

## AUDITOR'S REPORT

TO THE MEMBERS OF  
Newage Marketing Ltd

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Newage Marketing Ltd.** (the Company), which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit & Loss Account and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

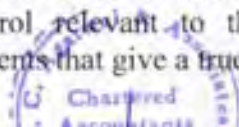
### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give a true and fair view, in order to design audit





procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to explanations given to us, the financial statements are *subject to Note No. 12 regarding valuation of closing stock* give the information required by the Act in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a. In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March 2015,
- b. In the case of the Statement of Profit and Loss Account, of **Profit** for the year ended on that date
- c. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

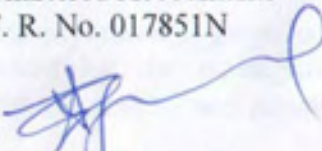
1. As required by the Companies (Auditors Report) order, 2015 (the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we annex hereto a statement on the matters specified in Paragraph 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit & Loss, and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
  - (e) On the basis of the written representations received from the Directors as at 31<sup>st</sup> March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in term of Section 164(2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us,



- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
- iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For G.C. Agarwal & Associates**  
Chartered Accountants  
F. R. No. 017851N



  
**(G.C. Agarwal)**  
Prop.  
M.No. 083820

Place: Delhi  
Date: 29.05.2015



## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date to the members of Newage Marketing Ltd on the Accounts for the year ended 31<sup>st</sup> March, 2015)

**1. In respect of Fixed Assets:**

The Company has no fixed assets.

**2. In respect of the inventories:**

- a) As explained to us, the inventories have been physically verified by the management if the shares and securities were in physical form and if those were in dematerialized form, the same were verified with demat accounts, at reasonable intervals during the year.
  - b) In our opinion and according to the information and explanations given to us, the procedure of verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
  - c) The Company has maintained the proper records of inventories. No discrepancy was noticed on verification between the physical verification and the book records.
3. The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Act. Consequently, the requirement of Clauses (iii,a) and (iii,b) of paragraph 3 of the order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weakness in internal controls.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public.
6. The Company is not engaged in production, processing, manufacturing or mining activities. Therefore, the provisions of clause (vi) of paragraph 3 of the order are not applicable.

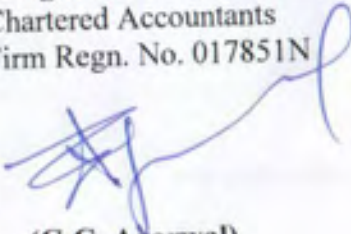
**7. In respect of statutory dues:**

- a) According to the records of the Company and information and explanation given to us, the company is regular in depositing the undisputed statutory dues including Provident fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth tax, Custom Duty, Excise duty, Cess etc. as applicable to the Company. There are no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date of becoming payable.
- b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom Duty and Excise Duty which have not been deposited on account of dispute.
- c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the investor education and protection fund. The question of reporting delay in transferring such sums does not arise.

8. The Company has no accumulated losses at the end of the year. The Company has neither incurred cash losses during the financial year covered by our audit nor in the immediately preceding financial year.
9. According to the records of the Company examined by us and as per information and explanations given to us, the Company has not availed of any loans from any financial institution or banks and has not issued debentures.
10. To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
11. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year.
12. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the company noticed or reported during the course of our audit nor have been informed of any such instance by the Management.

**For G.C. Agarwal & Associates**  
Chartered Accountants  
Firm Regn. No. 017851N



  
**(G.C. Agarwal)**  
Prop.

M.No-083820

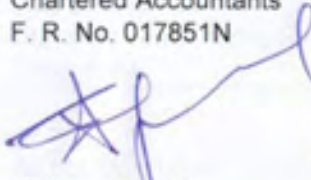
Place: Delhi  
Date: 29.05.2015



**Newage Marketing Ltd**  
**Balance Sheet as at 31st March 2015**

| Particulars                     | Note     | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|---------------------------------|----------|------------------------------|------------------------------|
| <b>EQUITY AND LIABILITIES</b>   |          |                              |                              |
| Share Capital                   | 2        | 8,358,310                    | 8,358,310                    |
| Reserves and Surplus            | 3        | 62,254,651                   | 60,253,926                   |
| <b>Current Liabilities</b>      |          |                              |                              |
| Short Term Borrowings           | 4        | 11,886,327                   | 19,511,327                   |
| Trade Payable                   |          | 3,093,126                    | 1,124                        |
| Other Current Liabilities       | 5        | 8,623,977                    | 5,428,309                    |
| Short Terms Provisions          | 6        | 975,000                      | 257,000                      |
| <b>Total</b>                    |          | <b>95,191,391</b>            | <b>93,809,996</b>            |
| <b>ASSETS</b>                   |          |                              |                              |
| <b>Current Assets</b>           |          |                              |                              |
| Inventories                     | 7        | 87,878,447                   | 89,061,198                   |
| Trade Receivable                |          | 3,099,175                    | -                            |
| Cash and Cash equivalents       | 8        | 97,310                       | 532,339                      |
| Short-term loans and advances   | 9        | 4,116,459                    | 4,216,459                    |
| <b>Total</b>                    |          | <b>95,191,391</b>            | <b>93,809,996</b>            |
| Significant Accounting Policies | 1        |                              |                              |
| Other Notes                     | 12 to 18 |                              |                              |

As per Our Report of even date attached  
**For G.C. Agarwal & Associates**  
Chartered Accountants  
F. R. No. 017851N

  
**(G.C. Agarwal)**  
Prop.  
M. No. 083820



Place: Delhi  
Date: 29.05.2015

For & on Behalf of the Board

  
**(I. J. Shukla)**  
Director  
DIN: 00994325

  
**(Manish Arora)**  
Director  
DIN: 00373026



## Newage Marketing Ltd

### Statement of Profit & Loss Account for the Year Ended 31st March 2015

| Particulars   | Note     | Year Ended<br>31.03.2015<br>(Rs.) | Year Ended<br>31.03.2014<br>(Rs.) |
|---|----------|-----------------------------------|-----------------------------------|
| <b>Revenue from operation</b>                           |          |                                   |                                   |
| Sales of Stock-in-trade                                 |          | 7,693,477                         | 86,005,648                        |
| Dividend Received on Stock-in-trade                     |          | 36,926                            | 211,200                           |
| Speculative Profit                                      |          | -                                 | 744                               |
| <b>Total Revenue</b>                                    |          | <b>7,730,403</b>                  | <b>86,217,592</b>                 |
| <b>Expenses</b>   |          |                                   |                                   |
| Purchase of Stock-in-trade                              |          | 3,090,225                         | 40,550,655                        |
| Changes in inventories of Stock-in-trade                |          | 1,182,751                         | 44,356,692                        |
| Financial Expenses                                      | 10       | 1,055                             | 815                               |
| Other Expenses  | 11       | 471,154                           | 321,567                           |
| <b>Total Expenses</b>                                   |          | <b>4,745,185</b>                  | <b>85,229,729</b>                 |
| <b>Profit / (Loss) before exceptional items and tax</b> |          | <b>2,985,218</b>                  | <b>987,863</b>                    |
| Exceptional items                                       |          | -                                 | -                                 |
| <b>Profit / (Loss) Before Tax</b>                       |          | <b>2,985,218</b>                  | <b>987,863</b>                    |
| Tax expense:  |          |                                   |                                   |
| (1) Current Tax   |          | 975,000                           | 257,000                           |
| (2) Tax for earlier years                               |          | 9,493                             | 56,534                            |
| (3) Deferred Tax  |          | -                                 | -                                 |
| <b>Profit/(Loss) for the year</b>                       |          | <b>2,000,725</b>                  | <b>674,329</b>                    |
| <b>Earning / (Loss) per equity share</b>                |          |                                   |                                   |
| (1) Basic   |          | 2.39                              | 0.81                              |
| (2) Diluted   |          | 2.39                              | 0.81                              |
| Significant Accounting Policies                         | 1        |                                   |                                   |
| Other Notes   | 12 to 18 |                                   |                                   |

As per Our Report of even date attached

**For G.C. Agarwal & Associates**

Chartered Accountants

F. R. No. 017851N


  
(G.C. Agarwal)

Prop.

M. No. 083820

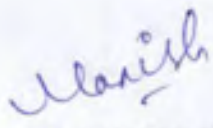


For & on Behalf of the Board

  
(I. J. Shukla)

Director

DIN: 00994325

  
(Manish Arora)

Director

DIN: 00373026

Place: Delhi

Date: 29.05.2015

## Newage Marketing Ltd

### Cash Flow Statement for the year ended 31st March, 2015

| Particulars  | Year Ended<br>31.03.2015<br>Rs. | Year Ended<br>31.03.2014<br>Rs. |
|--|---------------------------------|---------------------------------|
| <b>A. Cash Flow from Operating Activities:-</b>      |                                 |                                 |
| Net Profit/Loss before tax & extraordinary items     | 2,985,218                       | 987,863                         |
| Adjustments for:                                     |                                 |                                 |
| 1. Depreciation                                      | -                               | -                               |
| 2. Miscellaneous Expenses written off                | -                               | -                               |
| Operating Profit before working capital changes      | <u>2,985,218</u>                | <u>987,863</u>                  |
| 1. Trade & Other receivables                         | (2,999,175)                     | 7,876,552                       |
| 2. Trade payables & other liabilities                | <u>6,287,670</u>                | <u>(53,321,701)</u>             |
| Cash generated from operations                       | 6,273,713                       | (44,457,286)                    |
| 1. Direct Taxes                                      | (266,493)                       | (56,534)                        |
| Cash Flow before extraordinary items                 | <u>6,007,220</u>                | <u>(44,513,820)</u>             |
| 1. Capital Issue Expenses                            | -                               | -                               |
| 2. Preoperative Expenses                             | -                               | -                               |
| Net Cash generated from operating activities(A)      | <u><b>6,007,220</b></u>         | <u><b>(44,513,820)</b></u>      |
| <b>B. Cash Flow from Investing Activities:-</b>      |                                 |                                 |
| 1. Purchase of Fixed Assets                          | -                               | -                               |
| 2. Decrease/Increase in Trade Investments            | 1,182,751                       | 44,356,692                      |
| Net Cash used for Investing Activities(B)            | <u><b>1,182,751</b></u>         | <u><b>44,356,692</b></u>        |
| <b>C. Cash Flow from Financing Activities:-</b>      |                                 |                                 |
| 1. Proceeds from Issue of Equity Share Capital       | -                               | 60,498,600                      |
| 2. Share Allotment Money                             | -                               | 100,000                         |
| 3. Unsecured Loans from Bodies Corporates            | (7,625,000)                     | (60,000,000)                    |
| Net Cash generated from financing activities(.C)     | <u><b>(7,625,000)</b></u>       | <u><b>598,600</b></u>           |
| Net Increase in Cash and cash equivalent(A+B+C)      | <u><b>(435,029)</b></u>         | <u><b>441,471</b></u>           |
| Cash & Cash equivalent as at the begning of the year | 532,339                         | 90,868                          |
| Cash & Cash equivalent as at the end of the year     | <u><b>97,310</b></u>            | <u><b>532,339</b></u>           |

As per Our Report of even date attached

**For G.C. Agarwal & Associates**

Chartered Accountants  
Firm Regn. No. 017851N

**(G.C. Agarwal)**

Prop.  
M. No. 083820



For & on Behalf of the Board

**(I. J. Shukla)**  
Director  
DIN: 00994325

**(Manish Arora)**  
Director  
DIN: 00373026

Place: Delhi  
Date: 29.05.2015



**Newage Marketing Ltd**  
**Notes on Financial Statements for the Year ended 31st march 2015**

**1 Significant Accounting Policies:**

**1.1 Basis of Accounting**

The financial statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**1.2 Use of Estimates**

The presentation of financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that effect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management's evaluation of relevant facts and circumstances as on the date of financial statements.

**1.3 Inventory**

Inventories are valued at cost, instead of lower of cost and net realisable value as recommended by the Institute of Chartered Accountants of India.

**1.4 Provision for Current and Deferred Tax**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. The company adopts full provision basis for deferred tax in accordance with the Accounting Standard-22 on accounting for taxes on income. Deferred tax is recognised subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

**1.5 Earning per Share**

Basic Earning per Share is calculated by dividing the profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and weighted average number of equity shares which could have been issued.

1.6 Contingent Liabilities are not provided for and are discussed by way of notes, if any.

**2 SHARE CAPITAL**

|   | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|---|------------------------------|------------------------------|
| <b>Authorised</b>   |                              |                              |
| 1,100,000 (P.Y. 1,100,000) Equity Shares of Rs. 10/- each | 11,000,000                   | 11,000,000                   |
| <b>Issued, Subscribed and Paid up</b>                     |                              |                              |
| 835,831 (P.Y. 835,831) Equity Shares of Rs. 10/- each     | 8,358,310                    | 8,358,310                    |
| <b>TOTAL</b>  | <b>8,358,310</b>             | <b>8,358,310</b>             |

**2.1 The reconciliation of the number of shares outstanding is set out below:**

|  | As at<br>31.03.2015<br>No. of Shares | As at<br>31.03.2014<br>No. of Shares |
|--|--------------------------------------|--------------------------------------|
| Equity Shares at the begning of the year | 835,831                              | 735,000                              |
| Equity Shares issued during the year     | -                                    | 100,831                              |
| Equity Shares at the end of the year     | 835,831                              | 835,831                              |



*Indrajit*  
*Maill*



## Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st march 2015

### 2.2 The details of Shareholders holding more than 5% shares:

| Name of Shareholder | As at<br>31.03.2015 |        | As at<br>31.03.2014 |        |
|---------------------|---------------------|--------|---------------------|--------|
|                     | Number-             | % held | Number-             | % held |
| Rajni Gupta         | 43500               | 5.20   | 43500               | 5.92   |
| Sandeep Gupta       | 45000               | 5.38   | 45000               | 6.12   |
| Ashok Arora         | 83000               | 9.93   | 123000              | 16.73  |
| Padam Kumar Agarwal | 42000               | 5.02   | 42000               | 5.71   |

### 2.3 Terms / rights attached to Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10/- per share. The holders of Equity Shares has one vote for each equity shares held by them. The registered holders of Equity Shares are entitled to dividend declared from time to time.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

| Particulars  | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|--|------------------------------|------------------------------|
| <b>3 Reserve &amp; Surplus</b>                               |                              |                              |
| Securities Premium Account                                   | 59,490,290                   | 59,490,290                   |
| <b>Surplus in the Statement of Profit &amp; Loss A/c</b>     |                              |                              |
| Balance as per last financial statement                      | 763,636                      | 89,307                       |
| Net Profit for the current year                              | 2,000,725                    | 674,329                      |
| <b>Net Surplus in the Statement of Profit &amp; Loss A/c</b> | <u>2,764,361</u>             | <u>763,636</u>               |
| <b>TOTAL</b>   | <b><u>62,254,651</u></b>     | <b><u>60,253,926</u></b>     |
| <b>4 Short Term Borrowings - Unsecured</b>                   |                              |                              |
| Loan Repayable on Demand                                     |                              |                              |
| - Intercorporate Loans                                       | 11,886,327                   | 19,511,327                   |
|  | <u>11,886,327</u>            | <u>19,511,327</u>            |
| <b>5 Other Current Liabilities</b>                           |                              |                              |
| Expenses Payable   | 9,000                        | 41,662                       |
| Advances Received  | 8,599,025                    | 385,247                      |
| Share Application Money Refundable                           | -                            | 5,001,400                    |
| Cheques overissued in current a/c<br>with Scheduled Bank     | 15,952                       | -                            |
|  | <u>8,623,977</u>             | <u>5,428,309</u>             |
| <b>6 Short Terms Provisions</b>                              |                              |                              |
| Provision for Income Tax                                     | 975,000                      | 257,000                      |
|  | <u>975,000</u>               | <u>257,000</u>               |
| <b>7 Inventories</b>   |                              |                              |
| <b>Stock-in-trade</b>  |                              |                              |
| Equity Shares (Fully paid up - at cost)                      | 87,664,222                   | 88,846,973                   |
| Equity Shares (Partly paid up - at cost)                     | 214,225                      | 214,225                      |
|  | <u>87,878,447</u>            | <u>89,061,198</u>            |



*Indrajit*  
*Wish*

## Newage Marketing Ltd

### Notes on Financial Statements for the Year ended 31st march 2015

| Particulars                                 | As at<br>31.03.2015<br>(Rs.) | As at<br>31.03.2014<br>(Rs.) |
|---|------------------------------|------------------------------|
| <b>8 Cash and Cash equivalent</b>           |                              |                              |
| Cash on hand                                | 97,310                       | 98,510                       |
| Balance with Scheduled Banks in Current A/C | -                            | 433,829                      |
|   | <u>97,310</u>                | <u>532,339</u>               |
| <b>9 Short Terms Loans and Advances</b>     |                              |                              |
| Unsecured, considered good                  |                              |                              |
| Loans                                       | 3,820,459                    | 3,920,459                    |
| -Others                                     | 296,000                      | 296,000                      |
|   | <u>4,116,459</u>             | <u>4,216,459</u>             |
| <b>10 Financial Expenses</b>                |                              |                              |
| Bank Charges                                | 1,055                        | 815                          |
|   | <u>1,055</u>                 | <u>815</u>                   |
| <b>11 Other Expenses</b>                    |                              |                              |
| Printing & Stationery                       | 700                          | 700                          |
| Postage & Telegram                          | 500                          | 880                          |
| Listing Fee                                 | 122,922                      | 39,326                       |
| Securities Transaction Tax                  | 4,603                        | 126,851                      |
| Advertisements                              | 19,235                       | 33,345                       |
| Professional Charges                        | 18,642                       | 20,500                       |
| Filing Fee                                  | 6,600                        | 10,500                       |
| Processing Charges                          | 282,024                      | -                            |
| Demat Charges                               | 40                           | 1,218                        |
| Misc. Expenses                              | 6,888                        | 70,247                       |
| <b>Auditor's Remuneration</b>               |                              |                              |
| Audit Fee                                   | 5,000                        | 5,000                        |
| Other Services                              | 4,000                        | 13,000                       |
|   | <u>471,154</u>               | <u>321,567</u>               |

#### 12 Inventories

- (a) Inventories are valued at cost, instead of lower of cost and net realisable value as recommended by the Institute of Chartered Accountants of India, as a result the stock of quoted shares has been valued higher by Rs. Nil (Previous year Rs. Nil) resulting into overstating of profit by Rs. Nil (Previous year Rs. Nil). There has no change in method of valuation of stock as compared to the previous year.
- (b) Stock includes shares / securities for which no official quotations were available. We have relied upon the value as provided by the management in respect of such shares / securities.
- 13 Balances of borrowings, Trade payable, Trade receivable, loans and advances and other liabilities are pending confirmation.
- 14 Search & seizure operations u/s 132 of the Income Tax Act, 1961 was carried out at the premises of the Company on 13th June 2014. During the course of search & seizure operation, various books of accounts, Computer, documents, records and loose papers were seized. The financial statements have been prepared on the basis of books of accounts recompiled on the basis of subsidiary records and on the basis of photocopy of seized records provided by Income Tax Department.
- 15 **Deferred Taxation:**  
Being there is no timing difference, so no provision for Deferred Tax has been made.
- 16 The previous year figures have been regrouped / reclassified, wherever necessary to conform the current year presentation.



*Agarwal*  
*Agarwal*



## Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st march 2015

**17 Related Party Disclosure under AS-18 (As identified by the management and relied upon by the auditor)**

List of Related Parties (with whom transactions have taken place):

(a) **Key Managerial Personnel & Relatives:**

Mr. Inderjeet Shukla

(b) **Companies / Firm in which key management personnel & relatives have significant influence:**

Shrigauri Realtors (p) Ltd

(c) **Details of transactions during the year from key management personnel, their relatives and Companies / Firm in which key management personnel & their relatives have significant influence:**

Nature of Transaction

Advances

| S.No | Name                       | Opening Balance | Received during the year | Paid during the year | Balance as on 31.03.2015 |
|------|----------------------------|-----------------|--------------------------|----------------------|--------------------------|
| 1    | Shrigauri Realtors (p) Ltd | Nil             | 25000                    | Nil                  | 25000 (Cr)               |

**18 Basic and Diluted Earning / (Loss) per share**

For the purpose of calculation of Basic and Diluted Earning / (Loss) per share the following amounts are considered:

| Particulars   | For the year ended 31st March, 2015 | For the year ended 31st March, 2014 |
|---|-------------------------------------|-------------------------------------|
| a Net Profit / (Loss) after tax available for equity shareholders | 2000725                             | 674329                              |
| b Weighted Average Number of Equity Shares                        | 835831                              | 835831                              |
| c Basic and diluted Earning / (Loss) per Share                    | 2.39                                | 0.81                                |

As per Our Report of even date attached

**For G.C. Agarwal & Associates**

Chartered Accountants  
Firm Regn. No. 017851N

**(G.C. Agarwal)**

Prop.  
M. No. 083820  
Place: Delhi  
Date: 29.05.2015



For & on Behalf of the Board

*(Signature)*  
**(I. J. Shukla)**  
Director  
DIN: 00994325

*(Signature)*  
**(Manish Arora)**  
Director  
DIN: 00373026



**Newage Marketing Ltd**  
Closing Stock as on 31.03.2015

| S.No.  | Name of the Scrip                  | Face Value | Current Year     |                   | Previous Year    |                   |
|--|------------------------------------|------------|------------------|-------------------|------------------|-------------------|
|  |                                    |            | Quantity         | Amount            | Quantity         | Amount            |
| <b>Quoted Equity Shares: (Fully paid up)</b>   |                                    |            |                  |                   |                  |                   |
| 1  | Dhanuka Agritech Ltd               | 2          | 11,963           | 1,489,393         | 21,463           | 2,672,144         |
|  |                                    |            | <b>11,963</b>    | <b>1,489,393</b>  | <b>21,463</b>    | <b>2,672,144</b>  |
| <b>Quoted Equity Shares (Partly paid up)</b>   |                                    |            |                  |                   |                  |                   |
| 1  | German Gardens Ltd                 | 10         | 35,000           | 214,225           | 35,000           | 214,225           |
|  |                                    |            | <b>35,000</b>    | <b>214,225</b>    | <b>35,000</b>    | <b>214,225</b>    |
| <b>Unquoted Equity Shares: (Fully paid up)</b> |                                    |            |                  |                   |                  |                   |
| 1  | Bhushan Airways Services (p) Ltd   |            | 2,298,000        | 57,593,625        | 2,298,000        | 57,593,625        |
| 2  | BSN Enterprises (p) Ltd            |            | 50,000           | 2,506,250         | 50,000           | 2,506,250         |
| 3  | Diyajyoti Steel Ltd                |            | 434,250          | 4,356,954         | 434,250          | 4,356,954         |
| 4  | Flawless Holdings & Industries Ltd |            | 131,500          | 1,304,536         | 131,500          | 1,304,536         |
| 5  | Gaindamal Chranjilal Ltd           |            | 17,500           | 128,287           | 17,500           | 128,287           |
| 6  | Kaizen Wealth Management (p) Ltd   | 10         | 12,500           | 5,000,000         | 12,500           | 5,000,000         |
| 7  | Marsh Steel Trading Ltd            |            | 250,000          | 2,506,250         | 250,000          | 2,506,250         |
| 8  | Rockland Steel Trading Ltd         |            | 207,000          | 2,077,860         | 207,000          | 2,077,860         |
| 9  | Shivalikview Steel Trading Ltd     |            | 322,500          | 3,238,643         | 322,500          | 3,238,643         |
| 10   | Vision Steel Ltd                   |            | 743,250          | 7,462,424         | 743,250          | 7,462,424         |
|  |                                    |            | <b>4,466,500</b> | <b>86,174,829</b> | <b>4,466,500</b> | <b>86,174,829</b> |
|  |                                    |            | <b>4,513,463</b> | <b>87,878,447</b> | <b>4,522,963</b> | <b>89,061,198</b> |

*Indrajit*

*Manish*

**Newage Marketing Ltd**

Details as on 31.03.2015

**Other Current Liabilities**

|  |           |
|--|-----------|
| Absolute Communication                     | 6,363     |
| G.C. Agarwal & Associates                  | 9,000     |
| Girish Chaudhari                           | 60,000    |
| Superfast Investment & Finance Co. Ltd     | 300,000   |
| Interest Payable on short terms borrowings | 32,662    |
| Raj Kumar Kedia                            | 8,175,000 |
| Shrigauri Realtors (p) Ltd                 | 25,000    |

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**8,608,025**

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**Unsecured Loans**

|                                     |           |
|-------------------------------------|-----------|
| ABD Securities (p) Ltd              | 7,375,000 |
| Baid Leasing & Finance Co. Ltd      | 124,000   |
| CBS Consultants (p) Ltd             | 175,000   |
| Four K Animation Ltd                | 500,000   |
| Sincere Management Services (p) Ltd | 3,600,000 |
| Vast Developers (p) Ltd             | 112,327   |

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**11,886,327**

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**Short Terms Loans and Advances**

|                     |         |
|---------------------|---------|
| Interest Receivable | 296,000 |
|---------------------|---------|

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**296,000**

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**Loans paid**

|                                  |           |
|----------------------------------|-----------|
| Abha Lahoti                      | 60,452    |
| Amarjeet Sharma HUF              | 300,000   |
| EA Properties (p) Ltd            | 130,000   |
| Everbright Holdings (p) Ltd      | 10,000    |
| Govind Lahoti                    | 60,452    |
| Infomatory India (p) Ltd         | 1,500,000 |
| Jain Rafia Ind. Ltd              | 743,000   |
| K.P. Kedia                       | 197,555   |
| Mansukh Securities & Finance Ltd | 100,000   |
| Pooja Khanna                     | 107,000   |
| S. Krishana Kumar (HUF)          | 145,000   |
| Sunshine Commercials Ltd         | 100,000   |
| Vatsalya Holdings (p) Ltd        | 225,000   |
| Vinod Suyagya Agarwal (HUF)      | 142,000   |

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**3,820,459**

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**Trade Payable**

|                                     |           |
|-------------------------------------|-----------|
| Pace Stock Broking Services (p) Ltd | 1         |
| Elevate Trading (p) Ltd             | 3,093,125 |

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**3,093,126**

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*Indrajit Manish*

# Newage Marketing Ltd.

REGD. OFFICE:  
59/17, Ground Floor, Bahubali  
Apartments, New Rohtak Road  
New Delhi, 110005  
Tel: 011-28711851  
CIN:L51909DL1984PLC018695

## 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 Member:

Registered Address:

Regd. Folio No./ D.P. ID / Client ID:

E-mail Id:

I / WE, being a member(s) of \_\_\_\_\_ equity shares of the above named Company, hereby appoint

Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her  
Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her  
Name: \_\_\_\_\_ Email: \_\_\_\_\_  
Address: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Wednesday, 30th day of September, 2015 at 11:00 A.M. at the registered office of the Company at 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi, 110005:

| Resolution number | Resolution  |
|-------------------|---|
|                   | <b>Ordinary Business</b>  |
| 1                 | Adoption of Financial Statements for the year ended March, 31 2015                            |
| 2                 | Appointment of a Director in place of Mr. Manish Arora liable to retire by rotation           |
| 3                 | Appointment of Statutory Auditors and authorize Board of Directors to fix their remuneration. |
|                   | <b>Special Business</b>   |
| 4                 | Appointment of Mr. Dhiraj Gupta as an Independent Director                                    |
| 5                 | Appointment of Mr. Inderjeet Shukla as an Independent Director                                |
| 6                 | Appointment of Mrs. Anju Devi as an Independent Director                                      |
| 7                 | Appointment of Mr. Manish Arora as Managing Director  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Affixed  
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.





# Newage Marketing Ltd.

REGD. OFFICE:  
59/17, Ground Floor, Bahubali  
Apartments, New Rohtak Road  
New Delhi, 110005  
Tel: 011-28711851  
CIN:L51909DL1984PLC018695

## Attendance Slip for Attending Annual General Meeting

Name of Member:

Registered Address:

Regd. Folio No./ D.P. ID / Client ID:

No. of Shares held:

I certify that I am a member / proxy for the member(s) of the Company.

I hereby record my presence at the Annual General Meeting of the Company to be held on Wednesday, 30th day of September, 2015 at 11:00 A.M. at the registered office of the Company at 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi, 110005.

.....  
Member's / Proxy's Name in Block Letters

.....  
Signature of Member/ Proxy

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

**NOTE: IN CASE ANY SHAREHOLDER WISH TO CAST HIS/ HER VOTE THROUGH EVOTING,  
PLEASE REFERE TO THE DETAILS MENTIONED IN THE NOTICE OF THE ANNUAL GENERAL  
MEETING.**

