

ANNUAL REPORT

NEWAGE MARKETING LIMITED

2015-16

Newage Marketing Ltd.

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

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 **Friday, 30th day of September, 2016** at 11:00 A.M. at the registered office of the Company at 59/17, Ground Floor, Bahuball 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 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016 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

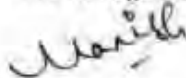
To appoint a Director in place of Mr. Manish Arora (DIN: 00373026), who retires by rotation and, being eligible, offers himself for re-appointment.

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".

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



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

**Date: 30th May, 2016
Place: New Delhi**

NOTES:

- A. 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.**
- B.** 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.
- C. 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.
- D.** 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.
- E.** Members/Proxies attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- F. 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.
- G. Book Closure:** The Register of Members and Share Transfer Books of the Company will remain on **Friday, 30th September, 2016** for the purpose of the Annual General Meeting.
- H.** 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.
- I.** 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.
- J.** 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.
- K. 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. (CDSL).
- 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 **Tuesday, 27th September, 2016** (9:00 a.m. IST) and ends on **Thursday, 29th September, 2016** (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 **Friday, 23rd September, 2016**, 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 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" 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.</p>
Dividend Bank details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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 id / folio number in the Dividend Bank details field as mentioned in instruction (c).
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- 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: 160831029)**.
- 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.
- iii. 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 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.
 - ✓ 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 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 under help section or write an email to helpdesk.evoting@cdslindia.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 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.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of 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 Friday, 30th day of September, 2016 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
	Ordinary Business
1	Adoption of Financial Statements for the year ended March, 31 2016
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.

Signed this ___ day of _____, 2016

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.



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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 Friday, 30th day of September, 2016 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.



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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 31st March, 2016.

1. Financial Highlights

The financial performance of your Company for the year ended 31st March, 2016 is summarized below:

Particulars	Amount (Rs. in lacs)	
	FY 2015-16	FY 2014-15
Revenue from operations	166.82	77.30
Profit before tax	19.42	29.85
Provision for tax	6.80	9.84
Deferred Tax	0.00	0.00
Profit after tax	12.62	20.01
EPS (Rs.)	1.51	2.39
Proposed Dividend	Nil	Nil
Transfer to Reserve	Nil	Nil
Paid-up Share Capital	83.58	83.58
Reserves and Surplus (excluding revaluation reserve)	635.17	622.55

2. Year in Retrospect

During the year under review, total turnover of the Company was Rs. 166.82 lacs as against Rs. 77.30 lacs in the previous year. The Company earned a profit after tax of Rs. 12.62 lacs in the current financial year as against a profit of Rs. 20.01 lacs in the financial year 2015-16. 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 2015-16 and the previous year are as follows:

Particulars	(Rs. In lacs)	
	FY 2015-16	FY 2014-15
Securities Premium Account	594.90	594.90
Capital Reserves	0.00	0.00
Profit & Loss A/c (Cr.)	40.27	27.64
Total	635.17	622.55



4. Public deposits

During the financial year 2015-16, 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- 31st March, 2016 till the date of this report.

6. Dividend

No dividend is being recommended for this year.

7. Subsidiaries/ Joint Ventures/ Associates

As on 31st March 2016, 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

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. Inder Jeet Shukla
- Mrs. Anju Devi

In accordance with the provisions of section 149 of the Companies Act, 2013 all the independent directors are non rotational.

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.



There was no change in the Board of Directors and the Key Managerial Personnel, during the year under review except that Mrs. Anju Devi was appointed as directors (independent Director) with effect from 14th August, 2015.

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. 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. 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 fulfilment 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.

13. 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.

14. 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. Mrs. Anju Devi – Member (Independent Director)

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	Directors Present
Board of Directors	Four (4)	29.05.2015, 14.08.2015, 14.11.2015 and 14.02.2016	All board members present in each meeting
Audit Committee	Four (4)	29.05.2015, 14.08.2015, 14.11.2015 and 14.02.2016	All committee members present in each meeting
Nomination & Remuneration Committee	One (1)	14.11.2015	All committee members present in the meeting
Stakeholder's Relationship Committee	Nil	N.A.	N.A.

15. Audit Committee Recommendations

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

16. 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**.



17.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.

18.Related Party Transactions

Details of Related Party Transactions as per AOC-2 are provided in **Annexure-IV**.

19.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.

20.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**.

21.Disclosure under Regulation 34 of the SEBI (LODR) Regulations

Disclosure under Regulation 34 read with Schedule V of the SEBI (LODR) is Regulations is annexed as **Annexure-VI**.

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 2015-16, 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-VII**.

The Secretarial Auditors' Report for the financial year 2015-16, contains certain qualifications. Due to various frequent regulatory changes, including implementation of the Companies Act, 2013, SEBI



(LODR) Regulations, 2015 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

Provisions of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Corporate Governance are 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.

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 31st March, 2016, 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 31st March, 2016 and of the profit and loss of the Company for the financial year ended 31st March, 2016;
- 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



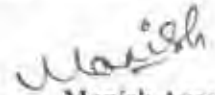
34. Stock Exchange Listing

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 2016-17 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 Arora
Chairman & Managing Director
DIN: 00373026**

**Date: 30th May, 2016
Place: New Delhi**



ANNEXURE-1 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, 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.
- 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 time 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

A. Conservation of energy		
(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. Technology absorption		
(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.
C. Foreign exchange earnings and Outgo		
(a)	Total Foreign Exchange Earnings in 2015-16 (Equivalent Rs.)	Nil
(b)	Total Foreign Exchange outgo in 2015-16 (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 2015-16 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.
Mrs. Anju Devi	Nil	N.A.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2015-16 are as follows:

Name	Designation	Remuneration (Rs.)		Increase
		2015-16	2014-15	%
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
Mrs. Anju Devi	Director	Nil	Nil	Nil

C. Percentage increase in the median remuneration of all employees in the financial year 2015-16:

	2015-16	2014-15	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 31st March, 2016:

SN	Category	Number of Employee
1	Executive Manager Cadre	1
2	Staff	Nil
3	Other lower level employees	Nil
	Total	1

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 2015-16 as compared to the financial year 2014-15 was N.A.



The key indices of Company's performance are:

(Amount Rs. in laes)

	2015-16	2014-15	Growth (%)
Total Revenue	166.81	77.30	115.80
Profit Before Tax	19.42	29.85	-34.94
Profit after Tax	12.62	20.01	-36.93

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 2015-16, compared to 2014-15, whereas the Profit before Tax decreased by N.A. in 2015-16, compared to 2014-15.

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 st March, 2016	As on 31 st March, 2015	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)	7.19	7.06	1.84%

* 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, 2016: 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.)

	2015-16	2014-15	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 2015-16 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 2015-16 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: 30th May, 2016
Place: New Delhi



ANNEXURE-V TO THE BOARD'S REPORT

FORM NO. MGT-9

Extract of Annual Return

As on the financial year ended 31st March, 2016

[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)	CTN	LS1909DL1984PLC018695
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
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D-153A, 1 st Floor, Okhla Industrial Area Phase - I New Delhi - 110 020 Ph - 011-64732681-88; Fax - 011-26812682 email:- virens@skylinert.com; website : www.skylinert.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 31/03/2015]				No. of Shares held at the end of the year [As on 31/03/2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(i) Indian									
a) Individual/ HUF	0	40000	40000	4.79	0	40000	40000	4.79	0.00
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



i) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1)	0	40000	40000	4.79	0	40000	40000	4.79	0.00
(2) Foreign									
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
Sub-total (A)(1)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter A=A(1)+A(2)	0	40000	40000	4.79	0	40000	40000	4.79	0.00
B. Public Shareholding									
1. Institutions									
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
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
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	638990	638990	76.45	0	638990	638990	76.45	0.00
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(2):-	0	795831	795831	95.21	0	795831	795831	95.21	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	795831	795831	95.21	0	795831	795831	95.21	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	0	835831	835831	100	0	835831	835831	100	0.00



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	40000	4.79	* 0.00	40000	4.79	0.00	4.79
	Total	40000	4.79	0.00	40000	4.79	0.00	4.79

c) Change in Promoters' Shareholding

SN	Shareholder's Name	Shareholding		Increase/ (Decrease) in shareholding	Cumulative Shareholding during the year (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company		No. of Shares	% of total Shares of the Company
1	MR. MANISH ARORA	40000	4.79	No Transactions	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 (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	ASHOK ARORA	83000	9.93	No Change	No Change	No Change	83000	9.93
2	SANDEEP GUPTA	45000	5.38	No Change	No Change		45000	5.38
3	RAJNI GUPTA	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
5	PUSHPA BHUTORJA	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
7	ANKITA AGARWAL	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
9	MEENA GARWAL	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
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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 (01.04.2015 to 31.03.2016)	
		No. of Shares at the beginning (01.04.2015)/ end of the year (31.03.2016)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Mr. Manish Arora	40000	4.79	N.A.	N.A.	N.A.	40000	4.79
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
4	Mrs. Anju Devi	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.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
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
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year	0	11886237	0	11886327
* Addition	0	0	0	0
* Redaction (Repayments)	0	675000	0	675000
Net Change	0	-675000	0	-675000
Indebtedness at the end of the financial year				
i) Principal Amount	0	11211327	0	11211327
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
	0	11211327	0	11211327

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
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		Nil	Nil



	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
	- as % of profit	Nil	Nil
	- others, specify	Nil	Nil
5	Others, please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Act	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. Dhruj Gupta	Mr. Ider Jeet Shukla	Mrs. Anju Devi	
1	Independent Directors	Mr. Dhruj Gupta	Mr. Ider Jeet Shukla	Mrs. Anju Devi	
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act	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.
	Total	N.A.	N.A.	Nil	N.A.

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)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other officers in default					
Penalty					
Punishment					
Compounding					



ANNEXURE-VI TO THE BOARD'S REPORT

DISCLOSURE UNDER REGULATION 34 READ WITH SCHEDULE V OF THE SEBI (LODR) REGULATIONS, 2015

(i) Related Party Disclosures: As disclosed in the audited financial statements, there is no related party transaction during the last Financial Year.

(ii) Management discussion & Analysis:

Industry Structure & developments	The Company is in trading business at a very low scale. So, industry structure and development does not have much impact on our Company.
Opportunities and Threats	Being low scale operations, the company has opportunity for growth, subject to internal and external economic factors. Every business has general economic threats, which are common.
Segment-wise or product-wise performance	The Company is in trading activities. The financial performance of the Company is in the audited financial statements of the Company.
Outlook	Your management endeavour to increase the business and profitability of the Company.
Risks and concerns	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.
Internal control systems and their adequacy	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.
Discussion on financial performance with respect to operational Performance	As per the audited financial statements and the Board's Report.
Material developments in Human Resources / Industrial Relations front, including number of people employed	N.A.

(iii) Disclosure of Accounting Treatment: As per the audited financial statements

(iv) Corporate Governance Report: N.A.



(v) Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management: N.A.

(vi) Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance shall be annexed with the directors' report; N.A

(vii) Disclosures with respect to demat suspense account/ unclaimed suspense account : N.A.





ANITA ASWAL

COMPANY SECRETARY

R/o: H. No. 308 - A, Part - 2,
Pratap Vihar, Delhi - 110086

M. No.: +91 - 9990179102

Tel. No.: 011 - 32023503

Email ID: aswal1207@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2016

*[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

I 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 me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of **M/s. Newage Marketing Limited** 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 31st March 2016, 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Newage Marketing Limited ("The company") for the financial year ended on 31st March 2016 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'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) 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;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i) SEBI (LODR) Regulations, 2015

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.; and
- ii. The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Ltd

iii. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act and the Memorandum and Articles of Association of the Company, with regard to:

- a. maintenance of various statutory registers and documents and making necessary entries therein;
- b. Closure of the Register of Members.
- c. forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- d. service of documents by the Company on its Members, Auditors and the Registrar of Companies and other stakeholders;
- e. notice of Board meetings and Committee meetings of Directors;
- f. the meetings of Directors and Committees of Directors including passing of resolutions by circulation;
- g. the last Annual General Meeting held on Wednesday, 30th September 2015;
- h. minutes of proceedings of General Meetings and of the Board and its Committee meetings; approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- i. constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors /KMP.
- j. payment of remuneration to Directors/KMP.
- k. appointment and remuneration of Auditors.
- l. transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;
- m. declaration and payment of dividends; **No dividend has been declared during reporting period.**
- n. transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; **No amount was pending**
- o. borrowings and registration, modification and satisfaction of charges wherever applicable;
- p. investment of the Company's funds including investments and loans to others;
- q. form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- r. Directors' report;
- s. contracts, common seal, registered office and publication of name of the Company; and
- t. Generally, all other applicable provisions of the Act and the Rules made under the Act.

3. I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

- b. 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.
 - c. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
 - d. 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.
 - e. 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.
2. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding.
 3. I further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company.
 4. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable.
 5. I further report that:
 - a. The Company has complied with the requirements under the Equity Listing Agreements entered into with Stock Exchanges.
 - b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;
 - c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;

I 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.

Signature:
Company Secretary



Anita Aswal

Membership Number: ACS 37019

Certificate of Practice No.: 13883

Date: 30th May 2016
Place: Delhi

* This report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this report.

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 nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



Date: 30th May 2016
Place: Delhi

Anita Aswal
Company Secretary
ACS No: 37019
COP No: 13883

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 31st March 2016, 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 and presentation 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




- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in 'Annexure B'; and
- (g) 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 material foreseeable losses on long term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Delhi
Date: 30.05.2016



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


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

ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of Newage Marketing Ltd on the financial statements for the year ended 31st March, 2016)

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

The Company has no fixed assets.

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

As explained to us, the inventories of shares and fabric have been physically verified by the management and if the shares were in dematerialized form, the same were verified with demat accounts, at reasonable intervals during the year. 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, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Act, 2013 ('the Act').

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the investment made.

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 Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any services rendered by the Company.

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

a) According to the records of the Company and information and explanation given to us and on the basis of our examination of the records of the Company, amount deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident fund, Income Tax, Sales Tax, Value added tax, Custom Duty, Service Tax, Excise duty, Cess and other material statutory dues have been regularly deposited during the year by the Company with appropriate authority. There are no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2016 for a period of more than six months from the date of becoming payable except Rs. 911022/- income tax due for the assessment year 2015-16 along with interest due thereon.

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, Service Tax, Sales Tax, Custom Duty and Excise Duty which have not been deposited on account of dispute.

8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the order is not applicable.

9. The Company did not raise any money by way of initial public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the order is not applicable.

10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.



11. According to the information and explanations given to us and based on our examination of records of the Company, managerial remuneration has not been paid or provided for during the year.
12. In our opinion and according to information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
13. According to the information and explanations given to us and based on our examination of records of the Company, the Company does not have any transaction with related party. Accordingly, paragraph 3(xiii) of the order is not applicable.
14. According to the information and explanations given to us and based on our examination of records of the Company, the Company has not made any preferential allotment or private placement of shares or fully convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
16. The Company is not required to be registered under Section 45-IA of Reserve Bank of India Act, 1934.

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



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

Place: Delhi
Date: 30.05.2016

ANNEXURE B TO THE AUDITORS' REPORT

Report on Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Newage Marketing Ltd.** (the Company), as of 31st March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Financial Statements

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Company's Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Delhi
Date: 30.05.2016



For G.C. Agarwal & Associates

Chartered Accountants
F. R. No. 017851N

(G.C. Agarwal)


Prop.

M.No. 083820

Newage Marketing Ltd
Balance Sheet as at 31st March 2016

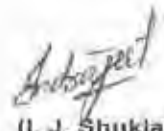
Particulars	Note	As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
EQUITY AND LIABILITIES			
Share Capital	2	8,358,310	8,358,310
Reserves and Surplus	3	63,516,945	62,254,651
Current Liabilities			
Short Term Borrowings	4	11,211,327	11,885,327
Trade Payable		8,000,051	3,093,126
Other Current Liabilities	5	2,577,008	8,623,977
Short Terms Provisions	6	1,655,000	975,000
Total		95,318,641	95,191,391
ASSETS			
Current Assets			
Inventories	7	81,389,054	87,878,447
Trade Receivable		10,002,609	3,099,175
Cash and Cash equivalents	8	110,519	97,310
Short-term loans and advances	9	3,816,459	4,116,459
Total		95,318,641	95,191,391
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)
Managing Director
DIN: 00373026

Place: Delhi
Date: 30.05.2016

Newage Marketing Ltd
Statement of Profit & Loss Account for the Year Ended 31st March 2016

Particulars	Note	Year Ended 31.03.2016 (Rs.)	Year Ended 31.03.2015 (Rs.)
Revenue from operation			
Sales of Stock-in-trade		16,681,578	7,693,477
Dividend Received on Stock-in-trade		-	36,926
Total Revenue		16,681,578	7,730,403
Expenses			
Purchase of Stock-in-trade		8,000,000	3,090,225
Changes in inventories of Stock-in-trade		6,489,393	1,182,751
Financial Expenses	10	777	1,055
Other Expenses	11	249,114	471,154
Total Expenses		14,739,284	4,745,185
Profit / (Loss) before exceptional items and tax		1,942,294	2,985,218
Exceptional items		-	-
Profit / (Loss) Before Tax		1,942,294	2,985,218
Tax expense:			
(1) Current Tax		680,000	975,000
(2) Tax for earlier years		-	9,493
(3) Deferred Tax		-	-
Profit/(Loss) for the year		1,262,294	2,000,725
Earning / (Loss) per equity share			
(1) Basic		1.51	2.39
(2) Diluted		1.51	2.39
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. Shukia)

Director

DIN: 00994325



(Manish Arora)

Managing Director

DIN: 00373026

Place: Delhi

Date: 30.05.2016

Newage Marketing Ltd

Cash Flow Statement for the year ended 31st March, 2016

Particulars	Year Ended 31.03.2016 Rs.	Year Ended 31.03.2015 Rs.
A. Cash Flow from Operating Activities:-		
Net Profit/Loss before tax & extraordinary items	1,942,294	2,985,218
Adjustments for:		
1. Depreciation	-	-
2. Miscellaneous Expenses written off	-	-
Operating Profit before working capital changes	<u>1,942,294</u>	<u>2,985,218</u>
1. Trade & Other receivables	(6,603,434)	(2,999,175)
2. Trade payables & other liabilities	(1,140,044)	6,287,670
Cash generated from operations	<u>(5,801,184)</u>	<u>6,273,713</u>
1. Direct Taxes	-	(266,493)
Cash Flow before extraordinary items	<u>(5,801,184)</u>	<u>6,007,220</u>
1. Capital Issue Expenses	-	-
2. Preoperative Expenses	-	-
Net Cash generated from operating activities(A)	<u>(5,801,184)</u>	<u>6,007,220</u>
B. Cash Flow from Investing Activities:-		
1. Purchase of Fixed Assets	-	-
2. Decrease/Increase in Trade Investments	6,489,393	1,182,751
Net Cash used for Investing Activities(B)	<u>6,489,393</u>	<u>1,182,751</u>
C. Cash Flow from Financing Activities:-		
1. Proceeds from Issue of Equity Share Capital	-	-
2. Share Allotment Money	-	-
3. Unsecured Loans from Bodies Corporates	(675,000)	(7,625,000)
Net Cash generated from financing activities(C)	<u>(675,000)</u>	<u>(7,625,000)</u>
Net Increase in Cash and cash equivalent(A+B+C)	<u>13,209</u>	<u>(435,029)</u>
Cash & Cash equivalent as at the begning of the year	97,310	532,339
Cash & Cash equivalent as at the end of the year	<u>110,519</u>	<u>97,310</u>

As per Our Report of even date attached

For G.C. Agarwal & Associates

Chartered Accountants

Firm Regn. No. 017851N



(G.C. Agarwal)

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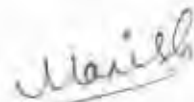
M. No. 083820



For & on Behalf of the Board


(I. J. Shukla)

Director
DIN: 00994325



(Manish Arora)
Managing Director
DIN: 00373026

Place: Delhi

Date: 30.05.2016

Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st march 2016

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 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
Authorised		
1,100,000 (P.Y. 1,100,000) Equity Shares of Rs. 10/- each	11,000,000	11,000,000
Issued, Subscribed and Paid up		
835,831 (P.Y. 835,831) Equity Shares of Rs. 10/- each	8,358,310	8,358,310
TOTAL	8,358,310	8,358,310

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

	As at 31.03.2016 No. of Shares	As at 31.03.2015 No. of Shares
Equity Shares at the beginning of the year	835,831	835,831
Equity Shares issued during the year	-	-
Equity Shares at the end of the year	835,831	835,831



Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st march 2016

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

Name of Shareholder	As at 31.03.2016		As at 31.03.2015	
	Number-	% held	Number-	% held
Rajni Gupta	43500	5.20	43500	5.20
Sandeep Gupta	45000	5.38	45000	5.38
Ashok Arora	83000	9.93	83000	9.93
Padam Kumar Agarwal	42000	5.02	42000	5.02

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 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
3 Reserve & Surplus		
Securities Premium Account	59,490,290	59,490,290
Surplus in the Statement of Profit & Loss A/c		
Balance as per last financial statement	2,764,361	783,636
Net Profit for the current year	1,262,294	2,000,725
Net Surplus in the Statement of Profit & Loss A/c	<u>4,026,655</u>	<u>2,764,361</u>
TOTAL	<u>63,516,945</u>	<u>62,254,651</u>
4 Short Term Borrowings - Unsecured		
Loan Repayable on Demand		
- Intercompany Loans	11,211,327	11,886,327
	<u>11,211,327</u>	<u>11,886,327</u>
5 Other Current Liabilities		
Expenses Payable	89,346	9,000
Advances Received	2,487,662	8,599,025
Cheques overissued in current a/c with Scheduled Bank.	-	15,952
	<u>2,577,008</u>	<u>8,623,977</u>
6 Short Terms Provisions		
Provision for Income Tax	1,655,000	975,000
	<u>1,655,000</u>	<u>975,000</u>
7 Inventories		
Stock-in-trade		
Equity Shares (Fully paid up - at cost)	81,174,829	87,664,222
Equity Shares (Partly paid up - at cost)	214,225	214,225
	<u>81,389,054</u>	<u>87,878,447</u>



Newage Marketing Ltd
Notes on Financial Statements for the Year ended 31st march 2016

Particulars	As at 31.03.2016 (Rs.)	As at 31.03.2015 (Rs.)
8 Cash and Cash equivalent		
Cash on hand	96,060	97,310
Balance with Scheduled Banks in Current A/C	14,459	-
	<u>110,519</u>	<u>97,310</u>
9 Short Terms Loans and Advances		
Unsecured, considered good		
Loans	3,520,459	3,820,459
-Others	296,000	296,000
	<u>3,816,459</u>	<u>4,116,459</u>
10 Financial Expenses		
Bank Charges	777	1,055
	<u>777</u>	<u>1,055</u>
11 Other Expenses		
Printing & Stationery	600	700
Postage & Telegram	650	500
Listing Fee	28,090	122,922
Securities Transaction Tax	6,688	4,603
Advertisements	35,995	19,235
Professional & Processing Charges	111,260	300,666
Filing Fee	42,600	6,600
Demat Charges	1,558	40
Misc. Expenses	10,393	6,888
Penalty	2,280	-
Auditor's Remuneration		
Audit Fee	5,000	5,000
Other Services	4,000	4,000
	<u>249,114</u>	<u>471,154</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 of that year have been prepared on the basis of books of accounts recompiled on the basis of subsidiary records and photocopy of seized records provided by Income Tax Department. And current year accounts are subject to opening balances of those accounts.
- 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.



Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st March 2016

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

No transaction with any related Party.

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, 2016	For the year ended 31st March, 2015
a	Net Profit / (Loss) after tax available for equity shareholders	1262294	3183476
b	Weighted Average Number of Equity Shares	835831	835831
c	Basic and diluted Earning / (Loss) per Share	1.51	3.81

As per Our Report of even date attached

For G.C. Agarwal & Associates

Chartered Accountants
Firm Regn. No. 017851N


(G.C. Agarwal)

Prop.

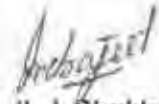
M. No. 083820

Place: Delhi

Date: 30.05.2016



For & on Behalf of the Board



(I. J. Shukla)

Director

DIN: 00994325



(Manish Arora)

Managing Director

DIN: 00373026