NOTICE OF 42ND ANNUAL GENERAL MEETING

Notice is hereby given that the 42nd Annual General Meeting of the Members of **NEWAGE MARKETING LIMITED** will be held on Wednesday, the 30th day of September, 2026 at 2.30 P.M. at its Registered Office 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi- 110005 to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026, together with the Reports of the Board of Directors and Auditors thereon.

"**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31 March 2026, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted."

ITEM NO. 2 – APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, and the Articles of Association of the Company, **Mr. Sanjay Kumar(DIN:00413541)**, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

ITEM NO. 3 – APPOINTMENT OF SECRETARIAL AUDITOR

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and based on the recommendation of the Board of Directors of the Company, **Kundan Agrawal & Associates**, Peer Reviewed Company Secretaries Firm, be and is hereby appointed as the **Secretarial Auditor of the Company for a term of five consecutive years commencing from the financial year 2026-2027 to the financial year 2030-2031**, to conduct the Secretarial Audit of the Company and issue the Secretarial Audit Report in accordance with the applicable provisions of the Act and the SEBI LODR Regulations, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or the Company Secretary, be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, writings and instruments as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

For and on Behalf of the Board
Newage Marketing Limited

Sd/-

Manish Arora
Chairman & Managing Director
DIN:00373026
Add: 125, 1st Floor, A-Block Sharda Puri,
Ramesh Nagar New Delhi - 110015

Date: 05/09/2026
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Company is required to undertake Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the applicable provisions of Regulation 24A of the SEBI LODR Regulations, the Board of Directors, based on the recommendation of the [Audit Committee/appropriate committee, if applicable], has recommended the appointment of **Kundan Agrawal & Associates**, Peer Reviewed Company Secretaries Firm, as the Secretarial Auditor of the Company for a term of **five consecutive years commencing from the financial year 2026-2027 to the financial year 2030-2031**, subject to approval of the Members of the Company.

Kundan Agrawal & Associates has confirmed that it is eligible for appointment as Secretarial Auditor in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI LODR Regulations and that it holds a valid Peer Review Certificate. The proposed Secretarial Auditor has also confirmed that it satisfies the applicable eligibility, independence and other requirements prescribed under the applicable laws and regulations.

The Board of Directors is of the opinion that the appointment of **Kundan Agrawal & Associates** as Secretarial Auditor will be in the best interests of the Company.

The proposed remuneration of the Secretarial Auditor for the financial year 2026-2027 and future consecutive years shall be determined by the Board of Directors in consultation with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution set out at Item No. 3 of the accompanying Notice for approval of the Members by way of an **Ordinary Resolution**.

NOTES:

1. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 (“Act”) is annexed hereto, setting out all material facts relating to the resolutions mentioned in this notice.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the company. a proxy form is enclosed. the instrument appointing a proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act proxy for any other person or member.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for the purpose of the AGM.
5. Members / Proxies should fill-in the attendance slip for attending the Meeting and bring their attendance slip along with their copy of the Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
7. All documents referred to in the accompanying Notice are opened for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 2 P.M. to 4 P.M. upto the date of the Annual General Meeting.
8. Members are requested:
   i) To quote their folio Nos. in all correspondence.
   ii) To note that no gifts will be distributed at the meeting.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
10. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Member(s) desirous of availing this facility may submit nomination in the prescribed Form SH – 13 to the Company/RTA in case shares are held in Physical form, and to their respective depository participant, if held in electronic form.

E-VOTING DETAILS

The voting period begins on Sunday 27th September 2026 at 09:00A.M and ends on Tuesday 29th September 2026 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL https://www.evoting.nsdl.com/either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available onwww.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available onwww.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the checkbox.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer bye-mail to cskundanagrawal@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

ANNEXURE A TO THE NOTICE

Details of the Director Seeking Re-Appointment at the 42nd Annual General Meeting

(Pursuant to regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2))

Particulars	Details
Name of the Director	Mr. Sanjay Kumar (DIN: 00413541)
Date of first appointment on the Board	14th April, 2026
Brief resume, qualifications and experience	Mr. Sanjay Kumar is a qualified graduate having an experience of over 15 years in field of accountancy and marketing.
Nature of expertise in specific functional areas	Accountancy
Terms and conditions of re-appointment	Re-appointment as a Director liable to retire by rotation.
Remuneration last drawn / sought	Nil
Number of Board meetings attended during FY 2025–26 and till the date of this notice	4
Relationship with other Directors / KMP	-
Number of shares held in the Company	-
Directorships and Committee memberships in other companies	-

PROXY FORM

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

I/ We being the member of .... shares, hereby appoint
1. Name: …………………………………………………………..…………...….
Address: ……………………………………………….……………………..
E-mail Id: …………………………………………………………………….
Signature.. or failing him

2. Name: ………………………………………………..……………………
Address: ………………………………………………………………………
E-mail Id: …………………………………………………………………….
Signature: ……………………………………………… ……………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 42nd Annual General Meeting of members of the Company to be held on Wednesday, the 30th day of September, 2026 at 2.30 P.M. at the registered office of the Company situated at 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road New Delhi, 110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	**RESOLUTION**	**FOR**	**AGAINST**
1.	To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2026 and the Statement of Profit and Loss of the Company for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Sanjay Kumar (DIN:00413541), the Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.		
3.	Appointment of Secretarial Auditor		

Signed this ….. day of 2026

Signature of Shareholder ………………………………….

Signature of Proxy holder(s) ……………………………….

Affix Revenue Stamp

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.

ATTENDANCE SLIP

42^{nd} Annual General Meeting to be held on Wednesday, the 30^{th} day of September, 2026 at 2.30 P.M.

Name of attending member ………………………………………..…………………

Regd. Folio No./DP ID/Client ID …………………………………………………………

No. of shares held…………………………………………………….………………………..

I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 42^{nd} Annual General Meeting of the Company to be held on Wednesday, the 30^{th} day of September, 2026 at 2.30 P.M.

________________________ ____________________________________

Member's/Proxy's name in Block Letters Member's/Proxy'sSignature

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

MAP OF THE PLACE OF AGM