NEWAGE MARKETING LIMITED

ANNUAL REPORT

FINANCIAL YEAR 2025-2026

INDEX

CORPORATE INFORMATION

Board of Directors

Name	Designation	DIN
Mr. Manish Arora	Managing Director (Promoter)	00373026
Mr. Sanjay Kumar	Director	00413541
Mr. Chandan Agrawal	Independent Director	06767452
Ms. Deepti Gupta	Independent Director	10631896

Key Managerial Personnel

Name	Designation
Mr. Manish Arora	Managing Director
Mr. Raj Kumar Kedia	Chief Financial Officer
Ms. Sneha Agarwal	Company Secretary & Compliance Officer

Statutory Auditors

M/s RK Bhalla and Co., Chartered Accountants

Address: 32A, First Floor, North Avenue Road, West Punjabi Bagh, New Delhi-110026

Secretarial Auditor

M/s Kundan Agrawal & Associates, Company Secretaries

Address: E-21, Office No.301, Jawahar Park, Laxmi Nagar New Delhi-110092(India)

Internal Auditors

M/s. SRP & Co.

Registrar & Share Transfer Agent

M/s Abhipra Capital Limited

Address: G.F. 58-59, World Trade Centre, Barakhamba Lane, Connaught Place, New Delhi – 110001.

Registered Office & Contact

59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi – 110005.

Website: www.newagemarketing.co.in

Email: newagemarketing1984@gmail.com.

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	Accountacy
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

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

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

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

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

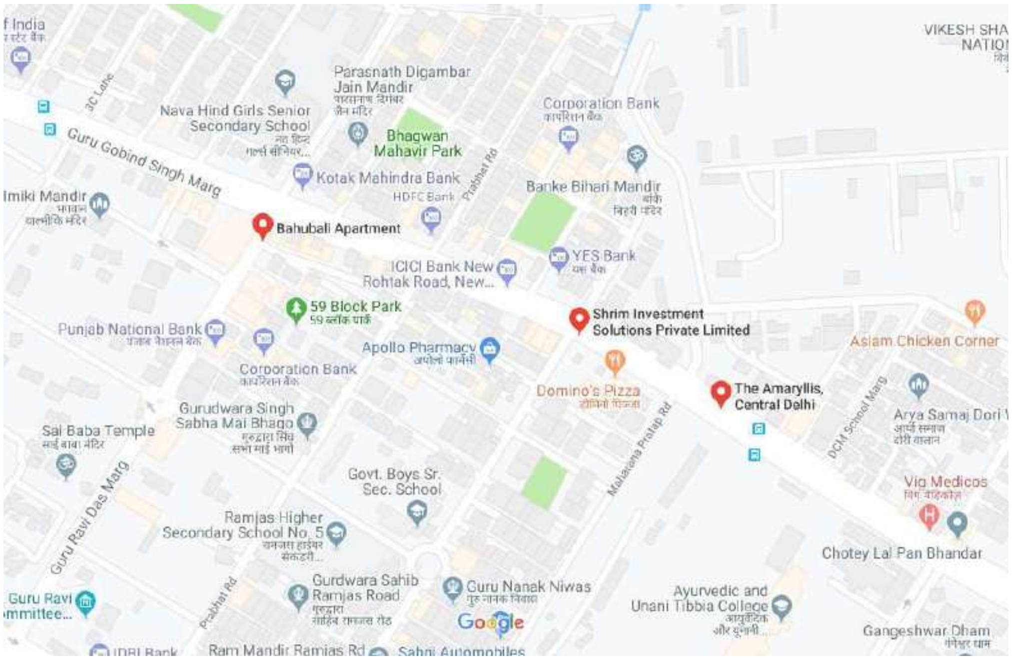
I certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 42nd Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2026 at 2.30 P.M.

______________________ __________________________________

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



BOARD'S REPORT

To the Members

Your Directors are pleased to present the Board's Report of Newage Marketing Limited ("Company") together with the Audited Financial Statements for the financial year ended 31st March 2026.

1. FINANCIAL HIGHLIGHTS

(Amount in Hundreds)

Particulars	**F.Y. 2025-26**	**F.Y. 2024-25**
Revenue from Operations	20,000.00	42,000.00
Profit/(Loss) before Exceptional Items and Tax	(3,677.81)	18,001.73
Exceptional Items	(1,068.08)	—
Profit/(Loss) Before Tax	(4,745.89)	18,001.73
Tax Expense	417.12	4,808.53
Profit/(Loss) After Tax	(5,163.01)	13,193.20
EPS – Basic (₹)	(0.62)	1.58
EPS – Diluted (₹)	(0.62)	1.58
Paid-up Share Capital	83,583.10	83,583.10

Review of Performance

During F.Y. 2025-26, the Company recorded revenue from operations of ₹200.00 lakh, as compared to ₹420.00 lakh in the previous financial year.

The Company recorded a loss after tax of ₹51.63 lakh, as against a profit after tax of ₹131.93 lakh in F.Y. 2024-25. The decline in profitability was primarily reflected in lower operating revenue and the exceptional item recognised during the year.

The Board continues to evaluate opportunities for improving operational performance and strengthening the Company's financial position.

2. RESERVES AND SURPLUS

The Company's total Other Equity as at 31st March 2026 stood at approximately ₹639.60 lakh, as compared with approximately ₹644.76 lakh as at 31st March 2025. The Company has not proposed any transfer to reserves during the year.

3. DIVIDEND

In view of the financial performance of the Company during the year under review, the Board has not recommended any dividend for F.Y. 2025-26.

4. DEPOSITS

During the financial year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the applicable rules made thereunder.

5. MATERIAL CHANGES AND COMMITMENTS

Except as disclosed elsewhere in this Report, there have been no material changes and commitments affecting the financial position of the Company between 31st March 2026 and the date of this Report.

To be re-confirmed immediately before signing the Board's Report.

6. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

During the year under review, the Company did not have any subsidiary, associate or joint venture.

7. SECRETARIAL STANDARDS

The Directors confirm that the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India relating to Meetings of the Board of Directors and General Meetings, to the extent applicable.

8. CHANGE IN NATURE OF BUSINESS

There was no material change in the nature of business of the Company during F.Y. 2025-26.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Retirement by Rotation

In accordance with Section 152(6) of the Companies Act, 2013 and the Articles of Association, Mr. Sanjay Kumar (DIN:00413541), Director, retires by rotation at the ensuing 42nd Annual General Meeting and, being eligible, offers himself for re-appointment. The Board recommends the re-appointment.

b) Appointments and Cessation of Directors during FY 2025–26

During the financial year 2025–26, the following changes took place in the composition of the Board:

- Mr. Sanjay Kumar was appointed as Director of the Company w.e.f. 14th April 2025.
- Mr. Raj Kumar Kedia was appointed as Chief Financial Officer of the Company w.e.f. 15th April 2025.
- Ms. Anju Kumari resigned from the office of Director w.e.f. 14th April 2025.
- Mr. Dheeraj Gupta resigned from the office of Director w.e.f. 14th April 2025.
- Mr. Manish Arora ceased to be the Chief Financial Officer w.e.f. 14th April 2025 and continues as Managing Director of the Company.

The Board places on record its appreciation for the contribution made by the outgoing Directors during their tenure.

c) Declaration of Independence

At the first meeting of the Board of Directors for the financial year 2025–26, held on 14.04.2025, the Independent Directors submitted declarations under Section 149(7) of the Companies Act, 2013 confirming that they continue to meet the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. The Board, after due assessment, was satisfied that the Independent Directors meet the criteria of independence and are independent of the Management. All Independent Directors have registered themselves with the data bank maintained by the Indian Institute of Corporate Affairs (IICA), and have complied with the online proficiency self-assessment test requirement under Rule 6(4) of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the extent applicable. A separate meeting of the Independent Directors under Schedule IV was held on 14.04.2025.

d) Key Managerial Personnel

Pursuant to Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on 31st March, 2026 are as set out below.

S. No.	Name	Designation
1	Mr. Manish Arora	Managing Director
2	Mr. Raj Kumar Kedia	Chief Financial Officer
3	Ms. Sneha Agarwal	Company Secretary & Compliance Officer

e) Number of Meetings of the Board

During the financial year 2025–26, Five (5) meetings of the Board of Directors were held. The gap between two consecutive Board meetings did not exceed 120 days. The dates of the meetings and the attendance of the Directors are set out below:

S. No.	Date of meeting	Directors entitled to attend	Directors present	% attendance
1	14.04.2025	4	4	100%
2	27.05.2025	4	4	100%
3	13.08.2025	4	4	100%
4	14.11.2025	4	4	100%
5	14.02.2026	4	4	100%

10. COMMITTEES OF THE BOARD

As on 31st March 2026, the Board continues to operate thru five (5) committees. The composition, terms of reference and meetings of each Committee during FY 2025–26 are set out below.

a) Audit Committee

The Audit Committee oversees the Company's financial reporting, internal-control systems, statutory compliance and risk-management framework, and reviews the internal audit, statutory audit and the Vigil (Whistle Blower) Mechanism. The internal auditor functionally reports to the Audit Committee. During the financial year 2025–26, the Committee met four (4) times, and all its recommendations were accepted by the Board.

S. No.	Date of meeting	Members entitled	Members present	% attendance
1	27.05.2025	3	3	100%
2	13.08.2025	3	3	100%
3	14.11.2026	3	3	100%
4	14.02.2026	3	3	100%

Composition of the Committee as on 31st March 2026:

S. No.	Name of the Member	Designation
1	Mr. Manish Arora	Chairman
2	Mr. Chandan Agrawal	Member
3	Ms. Deepti Gupta	Member

b) Nomination & Remuneration Committee (NRC)

The Nomination & Remuneration Committee is constituted under Section 178 of the Companies Act, 2013. It recommends the appointment and remuneration of Directors, KMP and Senior Management, and formulates the criteria for determining qualifications, positive attributes and independence of a director. During the financial year 2025–26, the Committee met four (4) times.

S. No.	Date of meeting	Members entitled	Members present	% attendance
1	27.05.2025	3	3	100%
2	13.08.2025	3	3	100%
3	14.11.2026	3	3	100%
4	14.02.2026	3	3	100%

Composition of the Committee as on 31st March 2026

S. No.	Name of the Member	Designation
1	Mr. Manish Arora	Chairman

S. No.	Name of the Member	Designation
2	Mr. Chandan Agrawal	Member
3	Ms. Deepti Gupta	Member

c) CSR & Sustainability Committee

The Company did not meet the criteria for applicability of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility for the financial year 2025-26.

11. ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Company's policy, the Board carried out an annual evaluation of its own performance, that of its Committees, the Chairperson and the individual Directors for F.Y. 2025–26. The performance evaluation of the Independent Directors was carried out by the entire Board, and that of the Board and the non-independent directors was reviewed by the Independent Directors at their separate meeting.

There was no change in the Nomination and Remuneration Policy during the financial year 2025-26.

12. MANAGEMENT DISCUSSION AND ANALYSIS

As required under Regulation 34 read with Schedule V of the Listing Requirements, the Management Discussion and Analysis Report for FY 2025–26, prepared in accordance with the applicable requirements, is annexed to this Report as **Annexure I.**

13. NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy covering the appointment and remuneration of Directors, Key Managerial Personnel and senior management. The policy is formulated with a view to ensuring that the remuneration structure is appropriate, reasonable and aligned with the Company's objectives. The Nomination and Remuneration Policy, covering the policy on appointment and remuneration of Directors and other matters is set-out in **Annexure-II** to this Report.

14. 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.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

A. Conservation of Energy: The operations of the Company are not energy intensive. Nevertheless, the Company continues to pursue appropriate measures for conservation of energy wherever practicable.

B. Technology Absorption: No significant technology was imported or absorbed during the year under review.

C. Foreign Exchange Earnings and Outgo: Foreign Exchange Earnings: Nil. Foreign Exchange Outgo: Nil.

16. RELATED PARTY TRANSACTIONS

There were no transactions with related parties during F.Y. 2025–26.

17. LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013, if any, are disclosed in the financial statements.

16. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company for the financial year 2025–26 in Form MGT-7 is available on the Company's website http://newagemarketing.co.in/annual-reports/AC5816245-MGT7-25-26.pdf

18. STATUTORY AUDITORS

M/s RK Bhalla and Co., Chartered Accountants (Firm Registration No. 024798N) were appointed as the Statutory Auditors of the Company in the 41st Annual General Meeting for the financial year starting from 01st April 2025 till 31st March 2030.

The Report given by the Auditor on the financial statement of the Company is a part of annual Report. The Auditors' Report for the financial year 2025-2026 does contain qualifications or adverse remark that:

The company is undertaking business of dealing in shares and securities, it should be registered with RBI as Non Banking Finance Company (NBFC) under Section 45-IA of the Reserve Bank of India,1934.

Clarification:

The management do hereby intimate and clarify that the sale and purchase of share has been done from the sources of company. No public funds are involved in it. Hence, the company is not required to be registered under Section 45-IA of the Reserve Bank of India, 1934 as a Non-Banking Financial Company.

19. SECRETARIAL AUDIT

In pursuance to the provisions of the Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company be and hereby recorded the appointment of the M/S Kundan Agrawal &Associates, Company Secretaries as the Secretarial Auditors of the Company for the financial year 2024-2025.

The Secretarial Audit Report provided by the Secretarial Auditors is annexed as **Annexure-IV**.

The Secretarial Auditors' Report for the financial year 2025-2026, does contains certain qualifications that company does not comply with the provision of Section 203 of the Companies Act, 2013. Your Board endeavor to complete the pending non compliances in due course.

20. INTERNAL CONTROL SYSTEMS

The Company has an internal control framework commensurate with the nature, size and complexity of its operations. The internal controls are designed to ensure that transactions are appropriately authorised, recorded and reported and that the Company's assets are safeguarded.

21. RISK MANAGEMENT

The Company recognises that risk is an integral part of its business operations and periodically assesses the risks arising from its internal and external environment. The Company has a risk-management policy under which the Board and the management identify, assess and monitor the principal risks (including business, operational, financial, regulatory and reputational risks) and the steps taken to mitigate them. In the opinion of the Board, there are no risks which may threaten the existence of the Company.

22. COST RECORDS AND COST AUDIT

The provisions relating to maintenance of cost records and appointment of Cost Auditor under Section 148 of the Companies Act, 2013 are not applicable to the Company, based on the nature of its business.

23. VIGIL MECHANISM

The Company has established a Vigil Mechanism for Directors and employees to report genuine concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct, with adequate safeguards against victimisation and direct access to the Chairperson of the Audit Committee in appropriate cases. The same is available on the website of the Company

During the financial year 2025-26, no employee was denied access to the Committee and no complaints were received under Vigil Mechanism and Whistle Blower Policy.

24. MANAGEMENT DISCUSSION AND ANALYSIS

As required under Regulation 34 read with Schedule V of the Listing Requirements, the Management Discussion and Analysis Report for FY 2025–26, prepared in accordance with the applicable requirements, is annexed to this Report as **Annexure A.**

25. CORPORATE GOVERNANCE

The Company has paid-up equity share capital of ₹8.36 crore and net worth of ₹7.23 crore as at 31st March 2026. Accordingly, the Company falls within the thresholds specified under Regulation 15(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the specified corporate governance provisions under Regulations 17 to 27 are not applicable to the Company, subject to the Company's exact listing classification and applicability of any specific provision.

26. CODE OF CONDUCT / INSIDER TRADING

The Company has adopted appropriate policies and codes in accordance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code regulates, monitors and reports trading by persons who may have access to unpublished price sensitive information.

27. CORPORATE SOCIAL RESPONSIBILITY

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 are not applicable to the Company.

28. SIGNIFICANT AND MATERIAL ORDERS

During the year under review, there were no significant or material orders passed by regulators, courts or tribunals which would have a material impact on the going concern status or future operations of the Company. Confirm this before signing.

29. INSOLVENCY AND BANKRUPTCY CODE

There was no application made or proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

30. ONE-TIME SETTLEMENT / VALUATION

The details regarding differences between the amounts of valuation done at the time of one-time settlement and valuation while obtaining loans from banks/financial institutions are not applicable to the Company, based on the information available.

31. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company has adopted appropriate measures in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During F.Y. 2025-26, the Company complied with the applicable provisions of the Act. The details regarding complaints received and disposed of during the year shall be disclosed based on the records maintained by the Internal Committee.

32. DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts for the financial year ended 31st March 2026, the applicable accounting standards have been followed and there are no material departures therefrom;
- 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 the Company as at 31st March 2026 and of the loss of the Company for the financial year ended on that date;
- 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;
- the annual accounts have been prepared on a going concern basis;
- proper internal financial controls were laid down and such internal financial controls were adequate and operating effectively; and
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

33. LISTING

The equity shares of the Company continue to be listed on the Metropolitan Stock Exchange of India Limited.

34. ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the continued support and cooperation extended by the Company's shareholders, customers, business associates, bankers, regulatory authorities and other stakeholders.

The Directors also appreciate the commitment and contribution of the employees of the Company during the year under review.

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

ANNEXURE – I

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and 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

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.

Threats and Risks

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.

Segment-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.

Internal Control Systems

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.

Human Resources

The Company continues to maintain a lean organisational structure appropriate to the scale of its operations.

Key Financial Ratios

The key financial ratios for FY 2025–26 (with FY 2024–25 as the comparative) are set out below. The FY 2024–25 figures are those printed in the FY 2024–25 annual report and are retained without recomputation; the FY 2025–26 figures and the percentage changes are to be inserted from the audited financial statements.

Ratio	Formula	F.Y.25-26	F.Y.24-25	% Change over previous year	Reason
Current Ratio	Current Assets / Current Liabilities	7.62	7.80	-2.33%	Not Applicable
Debt Equity Ratio	Debt / Equity	0.00	0.00	0.000	Not Applicable
Debt Service Coverage Ratio	Ebit / Interest Expense	0.00	0.00	0.000	Not Applicable
Return On Equity Ratio	Net Income / Shareholders Equity (%)	-0.71%	1.81%	-139.41%	Loss incurred during the year
Inventory Turnover Ratio	Cost Of Goods Sold / Average Inventory	0.17	0.18	-4.76%	Not Applicable
Trade Receivables Turnover Ratio	Net Credit Sales / Average Debtors	0.03	0.06	-55.38%	Lower Revenue during the year
Trade Payables Turnover Ratio	Net Credit Purchases / Average Creditors	0.24	0.25	-4.76%	Not Applicable
Net Capital Turnover Ratio	Net Sales / Working Capital	0.03	0.06	-51.07%	Lower Revenue during the year
Net Profit Ratio (%)	Net Profit/ Revenue From Operations	-25.82%	31.41%	-182.18%	Loss incurred during the year
Return On Capital Employed (%)	Ebit/ (Shareholder's Equity+ Long Term Liabilities)	-0.66%	2.47%	-126.55%	Loss incurred during the year
Return On Investment (%)	Profit On Investment/ Initial Value Of Investments	0.00%	0.00%	0.00%	Not Applicable

ANNEXURE-II

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 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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

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

EVALUATION

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

REMOVAL

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

RETIREMENT

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

POLICY FOR REMUNERATION TO DIRECTORS/ KMP/ SENIOR MANAGEMENT PERSONNEL

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

   a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

   b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

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

   a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

   b) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

   c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

   i) The Services are rendered by such Director in his capacity as the professional; and

   ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share-based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

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

IMPLEMENTATION

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

ANNEXURE-III

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 2025-2026 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. Sanjay Kumar	Nil	N.A.
Mr. Chandan Agrawal	Nil	N.A.
Ms. Deepti Gupta	Nil	N.A.

B. Details of percentage increase in the remuneration of each Director and CFO &Company Secretary in the financial year 2024-2025 are as follows:

Name	Designation	Remuneration (Rs.)		Increase
		2025-26	2024-25	%
Mr. Manish Arora	Managing Director	Nil	Nil	Nil
Mr. Raj Kumar Kedia	Chief Financial Officer	Nil	Nil	Nil
Mr. Sanjay Kumar	Director	Nil	Nil	Nil
Mr. Chandan Agrawal	Director	Nil	Nil	Nil
Ms. Deepti Gupta	Director	Nil	Nil	Nil
Ms. Sneha Agarwal	Company Secretary & Compliance Officer			

C. Percentage increase in the median remuneration of all employees in the financial year 2025-2026:

	2024-25	2023-24	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, 2026:

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 2025-2026 as compared to the financial year 2024-2025 was Nil.

The key indices of Company's performance are:

(Amount in Hundred)

	2025-26	2024-25	Increase/ (decrease) in %
Total Revenue	20,000.00	42,000.00	-52.38%
Profit Before Tax	(4745.89)	18,001.73	-126.36%
Profit after Tax	(5163.01)	13,193.20	-139.13%

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 Nil in 2025-26, compared to 2024-25, whereas the Profit before Tax decreased in 2025-26, compared to 2024-25.

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 31st March, 2026	As on 31st March, 2025	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 Hundred)	7,23,178.23	7,28,341.23	-0.71%

** The Company is listed on the Metropolitan Stock Exchange of India Ltd and 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, 2026: 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 Hundred)

	2025-26	2024-25	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:

Names of the top ten employees in terms of remuneration drawn: There is/ was no employee in the Company except the Managing Director & CFO, who is not taking any salary.

List of employees of the Company employed throughout the financial year 2025-26 and were paid remuneration not less than Rs. 102.00 lakhs per annum: **Nil**

Employees employed for the part of the year and were paid remuneration during the financial year 2025-26 at a rate which in aggregate was not less than Rs. 8.50 lakhs per month: **Nil**

ANNEXURE-IV
Kundan Agrawal & Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

[*Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies* (*Appointment and Remuneration of Managerial Personnel*) *Rules, 2014*]

To
The Members

M/s NEWAGE MARKETING LIMITED
59/17, Ground Floor, Bahubali Apartments
New Rohtak Road New Delhi Central Delhi 110005 India

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

We report that:

a) 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.

b) We have followed the audit practices and processes 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 processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of the financial records and Books of the Company.

c) Where ever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of management.

d) 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.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2026('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2026 according to the provisions of:

(*i*) The Companies Act, 2013 (the Act) 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; **(Not applicable to the Company during the audit period)**

(*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; **(Not applicable to the Company during the audit period)**

(*b*) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(*c*) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(*d*) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(*e*) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the audit period)**

(*f*) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;

(*g*) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and amendments from time to time**; (Not applicable to the Company during the audit period)** and

(*h*) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during the audit period)**

(vi) Indian Stamp Act, 1899;

(vii) Indian Contract Act, 1872;

(viii) Income Tax Act, 1961 and indirect tax laws;

(ix) Reserve Bank of India Act ,1934;

(x) Applicable Labour Laws; and

(xi) other applicable laws

Having regard to the compliance system prevailing in the Company and on the basis of presentation and Reports made by Compliance Auditors of the Company, we further report that the Company has adequate system to ensure the compliance of the other applicable laws specifically to the Company.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015..

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The Key Managerial Personnel have been duly appointed.

- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally 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. ***But some documents, minutes, statutory registers, agendas, consents, files are needed to be maintained in more improvised and updated. Company management could take steps for maintaining more proper compliance system. Minutes of the meetings should be in compliance with the Secretarial standards laid down by ICSI. Management is taking appropriate steps to updated Statutory registers of the company***.

- We had received the necessary information and documents from the Company. However, based on the due diligence carried out on the records and documents made available to us, it was observed that the ***Company has not maintained the Minutes of the Meetings of the Board of Directors and Committees thereof, and the Statutory Registers as required under the applicable provisions of the Companies Act, 2013 and the Secretarial Standards. The Company is advised to ensure proper maintenance and timely updating of the Minutes and Statutory Registers in accordance with the applicable provisions of the Companies Act, 2013 and Secretarial Standards***.

- We further report that all the regular listing compliances were duly completed by the company within stipulated timelines. No fines or penalty was levied on the company during the given period.

- We further report that, based on the information received and records maintained 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.

Disclaimer:-

- 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.
- The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

For Kundan Agrawal & Associates
Company Secretaries

Place: New Delhi **Sd/-**
Date:29/08/2026

Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631H001277229

Kundan Agrawal & Associates
Company Secretaries
Phone: 91-11-43093900
Mobile: 09212467033, 09999415059
E-mail: agrawal.kundan@gmail.com

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations andDisclosure Requirements) Regulations, 2015)

To,
The Members of
Newage Marketing Limited
59/17, Ground Floor, Bahubali Apartments,
New Rohtak Road, New Delhi – 110005

We, Kundan Agarwal & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Newage Marketing Limited having CIN: L51909DL1984PLC018695 and having registered office at 59/17, Ground Floor, Bahubali Apartments, New Rohtak Road, New Delhi-110005 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S. No	Name of Director	DIN	Designation	Date of appointment in Company	Date of Cessation during the Year
1.	Mr. Manish Arora	00373026	Managing Director	10/02/1998	NA
2.	Mr. Sanjay Kumar	00413541	Non Independent Non -Executive	14/04/2025	NA
3.	Mr. Chandan Agrawal	06767452	Non-Executive Independent	03/03/2025	NA
4.	Ms. Deepti Gupta	10631896	Non-Executive Independent	03/03/2025	NA

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2026, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Kundan Agrawal & Associates
Company Secretaries

Place: New Delhi **Sd/-**
Date:26/08/2026

Kundan Agrawal
Company Secretary
Membership No. 7631
C.P. No. 8325
UDIN: F007631H001230325

CA RK BHALLA & Co

Add: 32A, First Floor, North Avenue Road, West Punjabi Bagh, New Delhi – 110026, Ph: 9811968321, Email ID: casurajbhalla1@gmail.com

Independent Auditor's Report

To the Members of NEWAGE MARKETING LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements **NEWAGE MARKETING LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and its Loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon. The Board report is expected to be made available to us after the date of this auditor's report.

(a) Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

(b) In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available, and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

(c) When we read the Board report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Management's Responsibilities for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

DELHI

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Emphasis Of Matter in Audit Report

We want to draw attention to note no. 1.3(C) of the accompaying audited financial statements. The Company is trading into shares of listed and unlisted entities. The shares held as inventory should be recorded at fair value less cost to sell in accordance with IND AS 109 Financial Instruments. The management of the Company didn't carry out any fair valuation exercise during the year ended March 31, 2026 for the unquoted shares held as inventory. The management believes that there is no significant movement in the cost and the inventory is already recorded at its fair value. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
    d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
    e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164(2) of the Act.
    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

R K BHALLA & CO. DELHI

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration paid by the Company to its directors during the year.

h) 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, as amended, in our opinion and to the best of our information and according to the explanations given to us:

1) The Company has no pending litigations on its financial position in its financial statements.

2) The company does not have any long-term contracts including derivative contracts as at 31st March, 2026 for which there were any material foreseeable losses.

3) There were no amounts which were required to be transferred to the investor Education and Protection fund by the company.

4) (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

5) (i) No Final Dividend has been paid during the year.

(ii) No interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

(iii) The Board of Directors of the Company have not proposed final dividend for the year and until the date of this report.

6) Based on our examination, which included test checks, the Company has used Tally-ERP accounting software for maintaining its books of account for the financial year ended March 31, 2026 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance ofthe audit trail feature being tampered with.

2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order.

For RK Bhalla & Co.
Chartered Accountants
(Firm's Registration No. 024798N)

R.K. BHALLA & CO. DELHI Chartered Accountants

Suraj Bhalla

SURAJ BHALLA
Partner
(Membership No.521246)

Place: New Delhi
Date: 26.05.2026

UDIN: 26521246528QJD8217

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NEWAGE MARKETING LIMITED of even date

Report on the Internal Financial Controls Over Financial Reporting 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 LIMITED** (the "Company") as of March 31, 2026 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company 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 (the "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 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 the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 was 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 the 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 the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the 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 controls 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.

R K BHALLA & CO. * DELHI * Chartered Accountants

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 March 31, 2026, based on the criteria for internal financial control over financial reporting 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 ICAI.

For **RK Bhalla & Co.**
Chartered Accountants
(Firm's Registration No. 024798N)

R K BHALLA & CO. DELHI Chartered Accountants

Suraj Bhalla

SURAJ BHALLA
Partner
(Membership No.521246)

UDIN: 26521246ZBQJD8217

Place: New Delhi
Date: 26.05.2026

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NEWAGE MARKETING LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

1) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
   (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
   (B) The Company has maintained proper records showing full particulars of intangible assets.

   (b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets at reasonable interval, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

   (c) Based on our examination of the title deeds, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

   (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

   (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

2) In respect of the Company's Inventory
   (a) As explanation given to us, the inventories were physically verified during the year by the Management at reasonable intervals. The coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
   (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.

3) The Company has made investments in company during the year, in respect of which:

   (a) The Company has not provided loans or advances in nature of loans, or stood guarantee.

   (b) In our opinion, the investments made, during the year are, prima facie, not prejudicial to the Company's interest.

   (c) The Company has not provided loans or advances in nature of loans.

   (d) No loans granted by the Company.

   (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

   (f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

4) The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

5) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

6) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

R K B... & CO. DELHI

7) In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2026 for a period of more than six months from the date they became payable.

(c) There are no disputed dues Income-tax, Goods and Services Tax, which have not been deposited as at 31 March, 2026.

8) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

9) In respect of loans or other borrowings from any lender:

(a) The Company has not defaulted in repayment of loans and interest in respect of taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).

10) In respect of Company's raising of money:

(a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

11) In respect of fraud disclosure:

(a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.

12) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14) In respect of Company's internal audit:

(a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15) In our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

R K BHALLA & CO. DELHI

16) In respect of Company's RBI Compliances

(a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

17) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

18) There has been no resignation of the statutory auditors of the Company during the year.

19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For RK Bhalla & Co.
Chartered Accountants
(Firm's Registration No. 024798N)

R K BHALLA & CO. DELHI Chartered Accountants

Suraj Bhalla

SURAJ BHALLA
Partner
(Membership No.521246)

Place: New Delhi
Date: 26.05.2026

UDIN: 26521246SZBQJD8217

Newage Marketing Ltd

CIN: L51909DL1984PLC018695

Balance Sheet as at 31st March 2026

Particulars	Note	As at 31.03.2026 (Rs. in hundreds)	As at 31.03.2025 (Rs. in hundreds)
ASSETS			
Current Assets			
Inventories	2	1,15,950.00	1,15,950.00
Financial Assets			
Trade Receivable	3	6,95,718.52	7,15,185.64
Cash and Cash equivalents	4	1,270.95	1,264.80
Other Financial Assets	5	3,000.00	3,000.00
Total		**8,15,939.47**	**8,35,400.44**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	6	83,583.10	83,583.10
Other Equity	7	6,39,595.13	6,44,758.13
Current Liabilities			
Financial Liabilities			
Borrowings	8	-	-
Trade Payables	9	85,000.00	85,000.00
Other Financial Liabilities	10	7,761.24	17,309.21
Provisions		-	4,750.00
Total		**8,15,939.47**	**8,35,400.44**
Significant Accounting Policies	1		
Other Notes	12 to 29		

As per Our Report of even date attached
For R K Bhalla & Co
Chartered Accountants
Firm Regn. No. 024798N

R K BHALLA & CO. DELHI Chartered Accountants

(Suraj Bhalla)
Partner
M. No. 521246

For & on Behalf of the Board

(Manish Arora)
Managing Director
DIN: 00373026

(Sanjay Kumar)
Director
DIN: 00413541

(Raj Kumar Kedia)
CFO
PAN: AAOPK7634A

(Sneha Agarwal)
CS
PAN: CTVPK3342K

Place: New Delhi
Date: 26.05.2026

Newage Marketing Ltd
CIN: L51909DL1984PLC018695

Statement of Profit & Loss Account for the Year Ended 31st March 2026

Particulars	Note	Year Ended 31.03.2026 (Rs. in hundreds)	Year Ended 31.03.2025 (Rs. in hundreds)
Revenue from operation			
Sales of Stock-in-trade		20,000.00	42,000.00
Other Income		-	-
Total Revenue		**20,000.00**	**42,000.00**
Expenses			
Purchase of Stock-in-trade		20,000.00	21,000.00
Financial Cost			-
Employee Benefit Expenses		1,800.00	900.00
Other Expenses	11	1,877.81	2,098.27
Total Expenses		**23,677.81**	**23,998.27**
Profit / (Loss) before exceptional items and tax		(3,677.81)	18,001.73
Exceptional items		(1,068.08)	-
Profit / (Loss) Before Tax		**(4,745.89)**	**18,001.73**
Tax expense:			
(1) Current Tax		417.12	4,808.53
(2) Deferred Tax		-	-
Profit/(Loss) for the year		**(5,163.01)**	**13,193.20**
Earning / (Loss) per equity share			
(1) Basic		(0.62)	1.58
(2) Diluted		(0.62)	1.58
Significant Accounting Policies	1		
Other Notes	12 to 29		

As per Our Report of even date attached
For R K Bhalla & Co
Chartered Accountants
Firm Regn. No. 024798N

R K BHALLA & CO. DELHI Chartered Accountants

Suraj Bhalla

(Suraj Bhalla)
Partner
M. No. 521246

For & on Behalf of the Board

(Manish Arora)	**(Sanjay Kumar)**
Managing Director	Director
DIN: 00373026	DIN: 00413541
(Raj Kumar Kedia)	**(Sneha Agarwal)**
CFO	CS
PAN: AAOPK7634A	PAN: CTVPK3342K

Place: New Delhi
Date: 26.05.2026

Newage Marketing Ltd

CIN: L51909DL1984PLC018695

Cash Flow Statement for the year ended 31st March, 2026

Particulars	Year Ended 31.03.2026 (Rs. in hundreds)	Year Ended 31.03.2025 (Rs. in hundreds)
A. Cash Flow from Operating Activities:-		
Net Profit/Loss before tax & extraordinary items	(4,745.89)	18,001.73
Adjustments for:		
1. Depreciation	-	-
2. Miscellaneous Expenses written off	-	-
Operating Profit before working capital changes	(4,745.89)	18,001.73
1. Trade & Other receivables	19,467.12	(33,410.01)
2. Trade payables & other liabilities	(9,547.97)	16,226.40
Cash generated from operations	5,173.27	818.12
1. Direct Taxes	(5,167.12)	(758.53)
Cash Flow before extraordinary items	6.15	59.59
1. Capital Issue Expenses	-	-
2. Preoperative Expenses	-	-
Net Cash generated from operating activities(A)	**6.15**	**59.59**
B. Cash Flow from Investing Activities:-		
1. Purchase of Fixed Assets	-	-
2. Decrease/Increase in Trade Investments	-	-
Net Cash used for Investing Activities(B)	-	-
C. Cash Flow from Financing Activities:-		
1. Proceeds from Issue of Equity Share Capital	-	-
2. Share Allotment Money	-	-
3. Unsecured Loans from Bodies Corporates	-	-
Net Cash generated from financing activities(.C)	-	-
Net Increase in Cash and cash equivalent(A+B+C)	**6.15**	**59.59**
Cash & Cash equivalent as at the begning of the year	1,264.80	1,205.21
Cash & Cash equivalent as at the end of the year	**1,270.95**	**1,264.80**

As per Our Report of even date attached
For R K Bhalla & Co
Chartered Accountants
Firm Regn. No. 024798N

R K BHALLA & CO. DELHI Chartered Accountants

(Suraj Bhalla)
Partner
M. No. 521246

For & on Behalf of the Board

(Manish Arora)
Managing Director
DIN: 00373026

(Sanjay Kumar)
Director
DIN: 00413541

(Raj Kumar Kedia)
CFO
PAN: AAOPK7634A

(Sneha Agarwal)
CS
PAN: CTVPK3342K

Place: New Delhi
Date: 26.05.2026

Newage Marketing Ltd
CIN: L51909DL1984PLC018695

STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital	Number of Shares	(Rs. in hundreds) Amount
As at 1st April, 2024	835831	83583.10
Changes in Equity Share Capital during the year	-	-
As at 31st March, 2025	835831	83583.10
Changes in Equity Share Capital during the year	-	-
As at 31st March, 2026	**835831**	**83583.10**

B. Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium Reserve	General Reserve	Retained Earnings	
Balance as at 1st April, 2024	5,94,902.90	-	36,662.03	6,31,564.93
Profit for the year 2024-25	-	-	13,193.20	13,193.20
Balance as at 31st March, 2025	5,94,902.90	-	49,855.23	6,44,758.13
Profit for the year 2025-26	-	-	(5,163.01)	(5,163.01)
Balance as at 31st March, 2026	5,94,902.90	-	44,692.23	6,39,595.13

As per Our Report of even date attached
For R K Bhalla & Co
Chartered Accountants
Firm Regn. No. 024798N

R K BHALLA & CO. DELHI Chartered Accountants

(Suraj Bhalla)
Partner
M. No. 521246

For & on Behalf of the Board

(Manish Arora)
Managing Director
DIN: 00373026

(Sanjay Kumar)
Director
DIN: 00413541

(Raj Kumar Kedia)
CFO
PAN: AAOPK7634A

(Sneha Agarwal)
CS
PAN: CTVPK3342K

Place: New Delhi
Date: 26.05.2026

Newage Marketing Ltd

CIN: L51909DL1984PLC018695

Notes on Financial Statements for the Year ended 31st march 2026

1 Significant Accounting Policies and Notes to Financial Statements:

1.1 Corporate and General Information

Newage Marketing Limited (the Company) is domiciled and incorporated in India on 17th July 1984. The registered office of the Company is situated at 59/17, Bahubali Apartments, New Rohtak Road, Karol Bagh, New Delhi-110005, India. Equity Shares of the Company are listed at Metropolitan Stock Exchange.

The Company is engaged in activities of trading in shares and securities.

1.2 Basis of Preparation and Preperation

The significant accounting policies used in preparing the financial statements are set out in Note No. 1.3 of the Notes to the financial Statements.

The preparation of the financial statements requires management to make estimates and assumptions. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision effects only that period or in the period of revision and future periods if the revision effects both current and future years (refer Note No. 1.4 on critical accounting estimates, assumptions and judgements).

1.3 Significant Accounting Policies:

A Basis of Measurement

The financial statements have been prepared on accrual basis and under the historical cost convention except financial assets and liabilities (carried at amortised cost).

B Cash and cash equivalents

Cash and cash equivalents includes cash on hand and at bank, deposits held at call with banks.

C Inventories

The Company is trading into shares of listed and unlisted entities. The shares held as inventory should be recorded at fair value less cost to sell in accordance with IND AS 109 Financial Instruments. The management of the Company didn't carry out any fair valuation exercise during the year ended March 31, 2026 for the unquoted shares held as inventory. The management believes that there is no significant movement in the cost and the inventory is already recorded at its fair value. Hence the impact of the same is not material.

D Financial Instruments - initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

Financial Assts are measured at amortised cost or fair value through other comprehensive income or fair value through Profit or Loss, depending on its business model for managing those financial assets and the assets contractual cash flow characteristics.

Subsequent measurements of financial assets are dependent on initial categorisation. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Trade receivables

Trade receivables are recognised at fair value.

(ii) Financial Liabilities

All financial liabilities are recognised at fair value through Profit and Loss.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of amount due on account of goods purchased in the normal course of business. These amounts represent liabilities for goods purchased by the company prior to the end of financial year which are unpaid.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an equity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received. Transaction cost of an equity transaction are recognised as deduction from equity.

(iii) Taxation

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognised in Statement of Profit & Loss.

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Notes on Financial Statements for the Year ended 31st march 2026

a) **Current Tax**
Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

b) **Deferred Tax**
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and corresponding tax basis used in the computation of taxable profit.
Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

(iv) **Revenue Recognition**
Revenue from sale of goods is recognised when the significant risk and rewards of ownership have been transferred to the buyer. The dividend income is recognised when right to receive the same is established.

(v) **Earning per Share**
Basic Earning per Share is calculated by dividing the profit or loss 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 or loss 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.

(vi) **Provisions and contingencies**

Provisions
Provisions are recognised when the Company has a present obligation as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingencies
Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount can not be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is vertually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

(vii) **Current versus non-current classification**
The policy of the Company is required to presents assets and liabilities in statement of financial position based on current/non-current classification.
The Company has to present non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA
An asset is classified as current when it is:
a) Expected to be realised or intended to be sold in normal operating cycle.
b) Held primarily for the purpose of trading.
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
All other assets are classified as non-current.

A liability is classified as current when:
a) It is expected to be settled in normal operating cycle.
b) It is held primarily for the purpose of trading.
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

DELHI

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

1.4 **Critical accounting estimates, assumptions and judgements**

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgements, which have significant effect on the amounts recognised in the financial statement:

A **Income Tax**

Management judgement is required for the calculation of provisions for income tax and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

B **Contingencies**

Management judgement is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

	Particulars	As at 31.03.2026 (Rs. in hundreds)	As at 31.03.2025 (Rs. in hundreds)
2	**Inventories**		
	Stock-in-trade		
	Equity Shares (Fully paid up)*	1,15,950.00	1,15,950.00
		1,15,950.00	**1,15,950.00**
	*** Inventories are valued at lower of cost or NRV**		
3	**Trade Receivables**		
	Unsecured considered good	6,95,718.52	7,15,185.64
		6,95,718.52	**7,15,185.64**
4	**Cash and Cash equivalent**		
	Cash on hand	1,109.24	1,121.23
	Balance with Scheduled Banks in Current A/C	161.71	143.57
		1,270.95	**1,264.80**
5	**Other Financial Assets - Current**		
	Advances (Unsecured, considered good)		
	-due from Related Parties	-	-
	-Others	3,000.00	3,000.00
		3,000.00	**3,000.00**
6	**SHARE CAPITAL**		
	Authorised		
	11,00,000 (P.Y. 11,00,000) Equity Shares of Rs. 10/- each	1,10,000.00	1,10,000.00
	Issued, Subscribed and Paid up		
	8,35,831 (P.Y. 8,35,831) Equity Shares of Rs. 10/- each	83,583.10	83,583.10
	TOTAL	**83,583.10**	**83,583.10**

6.1 There are no shareholders holding more than 5% shares in the company as at 31st March, 2026, 31st March, 2025.

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Notes on Financial Statements for the Year ended 31st march 2026

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

Particulars	As at 31.03.2026 No. of Shares	As at 31.03.2025 No. of Shares
Equity Shares at the begning of the year	8,35,831	8,35,831
Equity Shares issued during the year	-	-
Equity Shares at the end of the year	8,35,831	8,35,831

6.3 **Shares held by promoters at the end of the year**

S.No.	Promoter's Name	No. of Shares	% of Total Shares	
1	Manish Arora	40,000	4.79	0
Total		40,000	4.79	

6.4 **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 holder of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of eqioty shares held by the shareholders.

	Particulars	As at 31.03.2026 (Rs. in hundreds)	As at 31.03.2025 (Rs. in hundreds)
7	**Other Equity**		
	Securities Premium Reserve	5,94,902.90	5,94,902.90
	Surplus in the Statement of Profit & Loss A/c		
	Balance as per last financial statement	49,855.23	36,662.03
	Net Profit/(Loss) for the current year	(5,163.01)	13,193.20
	Net Surplus in the Statement of Profit & Loss A/c	**44,692.23**	**49,855.23**
	TOTAL	**6,39,595.13**	**6,44,758.13**
8	**Short Term Borrowings** - Unsecured		
	- Intercorporate Loans	-	-
		-	-
9	**Trade Payable** (Unsecured Considerd good)		
	MSME	-	-
	Others	85,000.00	85,000.00
		85,000.00	**85,000.00**
10	**Other Current Liabilities**		
	Expenses Payable	7,761.24	17,309.21
		7,761.24	**17,309.21**

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Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st March 2026

3 Additional Regulatory Information

Trade Receivable

Particulars	Trade Receivable Ageing Schedule					(Rs. in hundreds)
	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed considered Good	20,000.00	-	1,09,942.89	40,000.00	5,25,775.63	6,95,718.52
Undisputed considered Doubtful	-	-	-	-	-	-
Disputed considered Good	-	-	-	-	-	-
Disputed considered Doubtful	-	-	-	-	-	-

Notes on Financial Statements for the Year ended 31st March 2025

Additional Regulatory Information

Trade Receivable

Particulars	Trade Receivable Ageing Schedule					(Rs. in hundreds)
	Outstanding for the following periods from the due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed considered Good	1,16,920.00	7,500.00	13,815.01	1,79,900.00	3,97,050.63	7,15,185.64
Undisputed considered Doubtful	-	-	-	-	-	-
Disputed considered Good	-	-	-	-	-	-
Disputed considered Doubtful	-	-	-	-	-	-

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Newage Marketing Ltd

Notes on Financial Statements for the Year ended 31st March 2026

9 **Additional Regulatory Information**

Trade Payable

Particulars	Trade Receivable Ageing Schedule				(Rs. in hundreds)
	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	-	-	-	85000.00	85000.00
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

Notes on Financial Statements for the Year ended 31st March 2025

Additional Regulatory Information

Trade Payable

Particulars	Trade Receivable Ageing Schedule				(Rs. in hundreds)
	Outstanding for the following periods from the due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	-	-	-	-	-
Others	-	-	-	85000.00	85000.00
Disputed dues - MSME	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-

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Notes on Financial Statements for the Year ended 31st march 2026

	Particulars	For the year ended 31st March, 2026 (Rs. in hundreds)	For the year ended 31st March, 2025 (Rs. in hundreds)
11	**Other Expenses**		
	Advertisement	222.34	206.16
	Professional & Processing Charges	311.09	335.87
	Misc. Expenses	433.38	637.24
	Filing Fee	12.00	-
	Demat Charges	-	20.00
	Listing Fee	649.00	649.00
	Auditor's Remuneration		
	Audit Fee	200.00	200.00
	Other Services	50.00	50.00
		1,877.81	**2,098.27**

12 Balances of short terms loans and advances, borrowings, Trade payables, Trade receivables and other liabilities are pending confirmation.

13 **Deferred Taxation:**
Being there is no timing difference, so no provision for Deferred Tax has been made.

14 **Related Party Disclosure under AS-18 (As identified by the management and relied upon by the auditor)**
List of Related Parties (with whom transactions have taken place):

(a) **Key Managerial Personnel & Relatives:**
Raj Kumar Kedia, CFO

(b) **Companies / Firm in which key management personnel & relatives have significant influence:**
Aman Kedia
Bina Kedia
Esha Securities Ltd
Raj Kumar Kedia HUF
Shrim Investment Solutions (p) Ltd

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

S.No	Name	Opening Balance	Received/Credited during the year	Paid/debited during the year	Balance as on 31.03.2026
1	Aman Kedia	206280.00	2600.00	Nil	203680.00
2	Bina Kedia	203811.00	700.00	Nil	203111.00
3	Esha Securities Ltd	7500.00	Nil	20000.00	27500.00
4	Raj Kumar Kedia HUF	193250.00	300.00	100.00	193050.00
5	Shrim Investment Solutions (p) Ltd	34545.01	15967.12	Nil	18577.89

No transaction with any related Party in previous year ending 31.03.2025.

15 **Contingent Liabilities**

Claims against the Company/ disputed liabilities not acknowledged as debt*	**As at 31st March 2026 (Rs. in hundreds)**	**As at 31st March 2025 (Rs. in hundreds)**
Claims against the Company in respect of Income Tax	324.71	324.71

* The Company has been advised that the demand is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.

17 **Additional disclsosure pursuant to schedule III of Companies Act 2013**
(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

(ii) The Company does not have any transactions/ balances with companies struck off under section 248 of Companies Act, 2013 to the best of knowledge of the management.

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16 Additional Regulatory Information

Ratios

Ratio	Formula	F.Y.25-26	F.Y.24-25	% Change over previous year	Reason
Current Ratio	Current Assets / Current Liabilities	7.62	7.80	-2.33%	Not Applicable
Debt Equity Ratio	Debt / Equity	0.00	0.00	0.000	Not Applicable
Debt Service Coverage Ratio	Ebit / Interest Expense	0.00	0.00	0.000	Not Applicable
Return On Equity Ratio	Net Income / Shareholders Equity (%)	-0.71%	1.81%	-139.41%	Loss incurred during the year
Inventory Turnover Ratio	Cost Of Goods Sold / Average Inventory	0.17	0.18	-4.76%	Not Applicable
Trade Receivables Turnover Ratio	Net Credit Sales / Average Debtors	0.03	0.06	-55.38%	Lower Revenue during the year
Trade Payables Turnover Ratio	Net Credit Purchases / Average Creditors	0.24	0.25	-4.76%	Not Applicable
Net Capital Turnover Ratio	Net Sales / Working Capital	0.03	0.06	-51.07%	Lower Revenue during the year
Net Profit Ratio (%)	Net Profit/ Revenue From Operations	-25.82%	31.41%	-182.18%	Loss incurred during the year
Return On Capital Employed (%)	Ebit/ (Shareholder's Equity+ Long Term Liabilities)	-0.66%	2.47%	-126.55%	Loss incurred during the year
Return On Investment (%)	Profit On Investment/ Initial Value Of Investments	0.00%	0.00%	0.00%	Not Applicable

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(iii) The Company has not been declared willful defaulter by any bank or financial institution or other lender.

(iv) The Company has not granted any loans or advances in nature of loan, either repayable on demand or without specifying any terms or period of repayment, to promoters, directors, KMPs and the related parties.

18 Segment Reporting

Operating segments are reported in such a manner which is consistent with the internal reporting provided to the Chief Operating Decision Maker ('CODM'). As per the evaluation carried out by CODM, the Company has only one reportable business segment. Accordingly, the amounts appearing in the financial statements relate to the single business segment.

19 Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long term and short term bank borrowings and issue of non-convertible debt securities and strategic partnership with investors.

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares and debentures, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Company's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenant are complied with .

Particulars	March 31, 2026	March 31, 2025
Borrowings (Refer note 8)	-	-
Less: Cash and Cash Equivalents (Refer note 4)	1,270.95	1,264.80
Total Debts	**1,270.95**	**1,264.80**
Capital Components		
Equity Share Capital	83,583.10	83,583.10
Other Equity	6,39,595.13	6,44,758.13
Total Capital	**7,23,178.23**	**7,28,341.23**
Capital and Borrowings	**7,24,449.17**	**7,29,606.03**
Gearing Ratio (%)	**0.18%**	**0.17%**

20 Reconciliation Of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarised below:

Particulars	March 31, 2026	March 31, 2025
Profit /Loss before taxes	**(4,745.89)**	**18,001.73**
Applicable tax rate	**25.17%**	**25.17%**
Computed tax charge on applicable tax rates in	**(1,194.54)**	**4,531.04**
Tax impact on change in tax rate	-	277.49
Tax Impact of earlier periods	417.12	-
Taxable Losses	1,194.54	-
Tax expenses as reported	**417.12**	**4,808.53**

21 The Government has consolidated 29 existing Labour legislations into a unified framework comprising 4 Labour Codes viz., Code on Wages, 2019, Code on Social Security, 2020, Industrial Relation Code, 2020 and Occupational Safety, Health and Working Condition Code, 2020 (collectively referred to as the new Labour Codes). These codes have been made effective November 21, 2025, however, the supporting rules are yet to be notified.

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Pursuant to the enactment of the New Labour Codes and based on ICAI guidance and actuarial valuation, the Company has assessed the impact during the period ended March 31, 2026. The management is of the view that there is an immaterial impact of the same. Any future impact on notification of the rules, if any, will be recognised in the respective periods as and when applicable.

22 Financial Risk Management

Financial risk factors

The Company's principal financial liabilities, comprise borrowings and other payables. The main purpose of these financial liabilities is incurred during the ordianary course of Company's operations. The Company's principal financial assets include Inventories, cash and cash equivalents and other receivables. The Company's activities expose it to a variety of financial risks:

I. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments.

The company is exposed to market risk primarily related to the market value of its inventories.

Currency risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

Equity Price Risk

The company did not make any investment in market related securities, Hence there is no price risk

II. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.The company is exposed to credit risk from its financing activities towards inter corporate loans where no significant impact on credit risk has been identified.

III. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.The Company manages its liquidity requirement by analysing the maturity pattern of Company's cash flows of financial assets and financial liabilities.

The table below summarises the maturity profile of the undiscounted cash flows of the Company's financial assets and

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Newage Marketing Ltd

CIN: L51909DL1984PLC018695

Notes on Financial Statements for the Year ended 31st march 2026

As at 31st March, 2026	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and cash equivalents	1,270.95	-	1,270.95
Bank Balance other than above	-	-	-
Inventories	1,15,950.00	-	1,15,950.00
Other Financial Assets	6,98,718.52	-	6,98,718.52
Total	**8,15,939.47**	-	**8,15,939.47**
Financial Liabilities			
Payables	85,000.00	-	85,000.00
Other financial liabilities	7,761.24	-	7,761.24
Total	**92,761.24**	-	**92,761.24**

As at 31st March, 2025	Within 12 Months	After 12 Months	Total
Financial Assets			
Cash and cash equivalents	1,264.80	-	1,264.80
Bank Balance other than above	-	-	-
Inventories	1,15,950.00	-	1,15,950.00
Other Financial Assets	7,18,185.64	-	7,18,185.64
Total	**8,35,400.44**	-	**8,35,400.44**
Financial Liabilities			
Payables	85,000.00	-	85,000.00
Other financial liabilities	22,059.21	-	22,059.21
Total	**1,07,059.21**	-	**1,07,059.21**

23 The components of income tax expenses for the years ended 31st March 2026 and 2025 are:

Particulars	For the year ended 31st March, 2026	For the year ended 31st March, 2025
Current Tax:		
In respect of current year	-	700.00
In respect of prior years	417.12	31.64

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

I 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, 2026	For the year ended 31st March, 2026
a	Net Profit / (Loss) after tax available for equity shareholders	(5163.01)	13193.20
b	Weighted Average Number of Equity Shares	835831	835831
c	Basic Earning / (Loss) per share	(0.62)	1.58
d	Weighted Average Number of Equity Shares for DPS	835831	835831
e	Diluted Earning / (Loss) per Share	(0.62)	1.58

Notes on Financial Statements for the Year ended 31st march 2026

25 The Corporate Social Responsibility (CSR) provisions under section 135 of Companies Act, 2013 are not applicable to the company for this year.

26 Reconciliation of liabilities arising from financing activities pursuant to Ind AS – 7 'Cash Flows'

(Rs. in hundreds)

Particulars	As at April 01, 2025	Cash Flows	Non Cash Changes		As at March 31, 2026
			Interest	Others	
Equity Share Capital	83,583.10	-	-	-	83,583.10
Total	**83,583.10**	**-**	**-**	**-**	**83,583.10**

(Rs. in hundreds)

Particulars	As at April 01, 2024	Cash Flows	Non Cash Changes		As at March 31, 2025
			Interest	Others	
Equity Share Capital	83,583.10	-	-	-	83,583.10
Total	**83,583.10**	**-**	**-**	**-**	**83,583.10**

27 (A) Timing of Revenue Recognition for the year ended March 31, 2026

(Rs. in

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sales of Stock-in-trade	20,000.00	-	20,000.00

Timing of Revenue Recognition for the year ended March 31, 2025

(Rs. in

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sales of Stock-in-trade	42,000.00	-	42,000.00

(B) Reconciliation of revenue recognised in the statement of profit and loss with contracted price

hundreds)

Particulars	March 31, 2026	March 31, 2025
Revenue as per contracted price	20,000.00	42,000.00
Significant financing component	-	-
Adjustment to revenue where the	-	-
Revenue from contract with cus	**20,000.00**	**42,000.00**

(C) **Contract Balances:**

hundreds)

Particulars	March 31, 2026	March 31, 2025
Receivables		
Non Current	-	-
Current	6,95,718.52	7,15,185.64

Newage Marketing Ltd
CIN: L51909DL1984PLC018695

Notes on Financial Statements for the Year ended 31st march 2026

28 **Audit Trail**

The company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except the feature of a concurrent real time audit trail does not exist for the direct changes using privileged user accounts in the database. Further, no instance of audit trail feature being tampered with was noted in respect of accounting software wherein the audit trail was enabled.

29 The previous year figures have been regrouped / reclassified, wherever necessary to conform the current year

As per Our Report of even date attached
For R K Bhalla & Co
Chartered Accountants
Firm Regn. No. 024798N

K BHALLA & CO. DELHI Chartered Accountants

Suraj Bhalla

(Suraj Bhalla)
Partner
M. No. 521246

For & on Behalf of the Board

(Manish Arora)	**(Sanjay Kumar)**
Managing Director	Director
DIN: 00373026	DIN: 00413541
(Raj Kumar Kedia)	**(Sneha Agarwal)**
CFO	CS
PAN: AAOPK7634A	PAN: CTVPK3342K

Place: New Delhi
Date: 26.05.2026