

NEWTIME INFRASTRUCTURE LIMITED

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of **Newtime Infrastructure Limited** will be held on **Friday, 27th day of September, 2019 at 12:30 P.M.** at Plot No. 73-74, PHASE- III, Industrial Area, Dharuhera, District- Rewari 123106 to transact the following businesses:

ORDINARY BUSINESS:-

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AND IN THIS REGARD, PASS THE FOLLOWING RESOLUTION(S) AS AN ORDINARY RESOLUTION(S):

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

2. TO APPOINT A DIRECTOR MR. MAHESH CHAND AGRAWAL (DIN:07554315) WHO RETIRES BY ROTATION WHO HAS OFFERED HIMSELF FOR RE-APPOINTMENT

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mahesh Chand Agrawal (DIN: 07554315) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. TO REGULARIZE THE APPOINTMENT OF MR. PARVINDER KAPOOR (DIN: 03456053) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Parvinder Kapoor (DIN: 03456053) was appointed as an Additional Director w.e.f 05th June 2019 who holds office till the date of Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years up to 04th June, 2024.

”RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. TO REGULARIZE THE APPOINTMENT OF MR. ASHISH PANDIT (DIN: 00139001) AS A DIRECTOR OF THE COMPANY

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

“RESOLVED THAT Mr. Ashish Pandit (DIN: 00139001), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 31st August, 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 in writing proposing his candidature for the office of director, be and is hereby appointed as Director of the Company.”

5. TO APPOINT MR. ASHISH PANDIT (DIN: 00139001) AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with the Schedule V and all applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, consent of the Company be and is hereby accorded for the appointment of Mr. Ashish Pandit as a Whole-time Director of the Company, whose office shall not be liable to retire by rotation, for a period of 5 years effective from 31st August, 2019 to 30th August, 2024 on a total remuneration not exceeding Rs. 60 Lacs (Rupees Sixty Lacs only) per annum and other benefits as per the rules of the Company and on the terms and conditions decided by the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors).

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year, the Company incurs a loss or if its profits are inadequate, the Company shall pay to Mr. Ashish Pandit as Whole-time Director, as per the provisions of Schedule V to the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

6. TO RE-APPOINT MR. SANJAY TIKU (DIN: 00300566) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Sanjay Tiku (DIN: 00300566), who was appointed as an Independent Director of the Company for a term of five years and holds this office till 25th December, 2019, being eligible for the reappointment, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 26th December, 2019 up to 25th December, 2024, not liable to retire by rotation.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the board
For Newtime Infrastructure Limited

Place : Dharuhera

Dated : 31.08.2019

Sanjay Tiku
Chairman
DIN: 00300566

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith
2. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence. Members are requested to bring their copies of Notice to the Meeting as the same will not be redistributed at the venue of Annual General Meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e **from September 23, 2019 to September 27, 2019 (both days inclusive)**.
8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **September 20, 2019, being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date.

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9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited.
10. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited.
11. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited.
12. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization on or before December 05, 2018.
14. In accordance with the Companies Act, 2013 read with the Rules and in support of the '**Green Initiative in Corporate Governance**' the notice of the meeting along with explanatory statement is sent by electronic mode to those members whose shareholding is in dematerialized format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with M/s Beetal Financial & Computer Services Private Limited, the Company's Registrars and Share Transfer Agents. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
15. The Company has appointed Mr. S. Khurana & Associates, Practicing Company Secretary (Membership Number-10098) to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.
13. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.
14. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided in this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder.
15. Pursuant to the provision of Section 139 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and vide notification dated May 7, 2018, the Companies Act, 2013 get amended by

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Companies (Amendment) Act, 2017 and the Ministry of Corporate Affairs via this amendment has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting.

16. The Route Map to the AGM Venue is provided as a part of this Notice as required under Secretarial Standards.
17. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
18. The Notice of the Annual General Meeting is also uploaded on the website of the Company (www.newtimeinfra.in). The Notice of Annual General Meeting is being sent to all the members whose names appear in the Register of Members as on August 23rd, 2019.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.
20. In case of any queries, members may write to newtimeinfra2010@gmail.com to receive an email response.
21. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences on Tuesday, September 24, 2019 (9:00 a.m. IST) and ends on Thursday, September 26, 2019 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. September 20, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 20, 2019. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
22. **Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provision of Section 108 of the Companies

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Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The voting period begins on Tuesday, 24.09.2019 (from 09:00 A.M IST) and will end on Thursday, 26.09.2019 at (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

1. The e-voting facility will be available at the link www.evotingindia.com during the voting period.

2. The Procedure and instructions of e-voting are as follows:-

A. In case of Members receiving e-mail (for members whose email address are registered with the Company/Registrars

- i) The Shareholders should log on the e-voting website www.evotingindia.com
- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PA	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

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Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
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- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of **Newtime Infrastructure Limited** on which you choose to vote.
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non – Individual Shareholders and Custodians:-
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xix) All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xx) The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.newtimeinfra.in and on the website of CDSL e-Voting within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

EXPLANATORY STATEMENT
(Pursuant To Section 102(1) Of the Companies Act 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Items of the accompanying Notice:

ITEM NO. 03:

Pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules framed there under as read with Schedule IV to the Act and Regulation 16 & 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr. Parvinder Kapoor (DIN: 03456053) as independent directors for period of five years ending on 04th June, 2024 and whose period of office will not be liable to retire by rotation.

Mr. Parvinder Kapoor (DIN: 03456053) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Parvinder Kapoor (DIN: 03456053) as Director. The Company has also received declaration from Mr. Parvinder Kapoor (DIN: 03456053) that they meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the above mentioned Directors fulfils the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Directors as Independent Directors are now being placed before the Members for their approval. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

ITEM NO. 4 TO 5

The Board of Directors, at its meeting held on 31st August, 2019 had appointed Mr. Ashish Pandit as an Additional Director of the Company with effect from 31st August, 2019 pursuant to Section 161 of the Companies Act, 2013 (the Act), read with the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Ashish Pandit holds office up to the date of the ensuing AGM. The Company has received a notice in writing under the provisions of the Section 160 of the Act, from a Member, along with a requisite deposit proposing candidature of Mr. Ashish Pandit for the office of Director of the Company. The Board had appointed Mr. Ashish Pandit as a Whole-time Director of the Company for the period from 31st August, 2019 30th August, 2024 at a remuneration as decided by the Board.

The Board of Directors are of the view that the appointment of Mr. Ashish Pandit as Whole-time Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommend the Ordinary Resolutions as set out in Item Nos. 4 & 5 of the Notice for approval by the Members of the Company.

Other than Mr. Ashish Pandit, none of the Directors/Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolutions at item Nos. 4 & 5 of the Notice. Mr. Ashish Pandit does not hold any shares of the Company. Mr. Ashish Pandit is not related to any

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other Director of the Company.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 & 5 of the notice for approval of member of the Company

Item No. 6:

Based on the recommendation of Nomination and remuneration committee, The Board of Directors proposed to reappoint Mr. Sanjay Tiku (DIN: 00300566) as an Independent Director of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from 26th December, 2019 up to 25th December, 2024, subject to the approval of the members.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders of the Company.

The Company has also received declaration from Mr. Sanjay Tiku (DIN: 00300566) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, the above mentioned Director fulfils the conditions specified in the Act and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for appointment as Independent Director and is independent of the management. In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, the appointment of the above mentioned Director as Independent Director is now being placed before the Members for their approval. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

By order of the board
For Newtime Infrastructure Limited

Place : Dharuhera
Dated : 31.08.2019

Sanjay Tiku
Chairman
DIN: 00300566

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AS PER THE REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:

Name of Director	Mahesh Chand Agrawal	Parvinder Kapoor	Ashish Pandit	Sanjay Tiku
DIN (Directors Identification Number)	07554315	03456053	00139001	00300566
Date of Birth	19th July, 1959	23 rd August, 1961	16th September, 1972	27 th January, 1970
Age	60 Years	58 Years	47 Years	49 Years
Experience	25 Years	More than 10 years of experience	More than 10 years of experience	More than 10 years of experience
Qualification	M.Com and MSW (Master of Social Work)	B.A.	B.Com	B.Com, MBA (Finance)
Expertise	Human Resource Development	Operations	Administrative & Operations	Administration & Accounts
Date of Appointment	August 08, 2018	June 05, 2019	31 st August, 2019	26 th December, 2019
No of Directorship in Listed entities	1	Nil	Nil	2
Relationship with other Directors, Managers and KMPs	No Relationship	No Relationship	No Relationship	No Relationship
Terms & Conditions of Appointment	Appointed as Non-Executive Director of the Company and liable to retire by rotation	Appointed as Independent Director of the Company for a period of five years and not liable to retire by rotation	Appointed as Wholtime Director of the Company for a period of five years and not liable to retire by rotation	Appointed as Independent Director of the Company for a period of five years and not liable to retire by rotation
Remuneration last drawn	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil

By order of the board
For Newtime Infrastructure Limited

Place : Dharuhera
Dated : 31.08.2019

Sanjay Tiku
Chairman
DIN: 00300566

Route Map to the Venue of 35th AGM of Newtime Infrastructure Limited

Address: Plot No. 73-74, Phase- III, Industrial Area, dharuhera, District-123106



NEWTIME INFRASTRUCTURE LIMITED

NEWTIME INFRASTRUCTURE LIMITED

CIN: L24239HR1984PLC040797

Regd. Off.: Lotus Green City Sector 23 & 24, Bhiwadi Alwar Bypass 75 MTR. Road Dharuhera Rewari HR 123401

Phone: +91-11-23752586, E-mail: newtimeinfra2010@gmail.com; Website: www.newtimeinfra.in

FORM NO. MGT-11

PROXY FORM

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

CIN:	L24239HR1984PLC040797
Name of the company	Newtime Infrastructure Limited
Registered Office:	Lotus Green City Sector 23 & 24, Bhiwadi Alwar Bypass 75 mtr. Road Dharuhera Rewari 123401

Name of the member(s)		E-mail id	
Registered address		Member's Folio No/DP-ID-Client Id	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

- Name: _____ E-mailId: _____
Address: _____
Signature: _____ or failing him/her
- Name: _____ E-mailId: _____
Address: _____
Signature: _____ or failing him/her
- Name: _____ E-mailId: _____
Address: _____
Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting (AGM) of the Company, to be held on Friday, 27th day of September, 2019 at 12:30 P.M. at Plot No. 73-74, PHASE-III, Industrial Area, Dharuhera, District- Rewari 123106 and at any adjournment thereof in respect of such resolutions as are indicated below:

R es o. N o.	Resolutions	Vote (optional, see the note)	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2019, the reports of the board of directors and auditors thereon and in this regard, pass the		

NEWTIME INFRASTRUCTURE LIMITED

	<p>following resolution(s) as an ordinary resolution(s):</p> <p>a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon; and</p> <p>b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.</p>		
2.	To appoint a director Mr. Mahesh Chand Agrawal (DIN:07554315) who retires by rotation has offered himself for re-appointment		
Special Business			
3.	To Regularize the Appointment of Mr. Parvinder Kapoor (DIN: 03456053) as an Independent director of the Company		
4.	To Regularize The Appointment Of Mr. Ashish Pandit (DIN: 00139001) As A Director Of The Company		
5.	To Appoint Mr. Ashish Pandit (DIN: 00139001) As A Whole-Time Director Of The Company		
6.	To Re-Appoint Mr. Sanjay Tiku (DIN: 00300566) as an Independent Director of the company		

Signed this _____ day of _____ of 2019.

Signature of the Shareholder: _____

Signature of the Proxy holder(s) _____

<p align="center">Affix Revenue Stamp of Rs. 1/-</p>
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Note:

- 1. 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.**
- 2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**

NEWTIME INFRASTRUCTURE LIMITED

NEWTIME INFRASTRUCTURE LIMITED

CIN: L24239HR1984PLC040797

Regd. Off.: Lotus Plaza, 732/1 Sector 14, Old MG Road, Gurgaon, HR-122001

Phone: +91-11-23752586, E-mail: newtimeinfra2010@gmail.com; Website: www.newtimeinfra.in

ATTENDANCE SLIP (to be handed over at the Registration Counter)

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company being held on Friday, 27th day of September, 2019 at 12:30 P.M. at Plot No. 73-74, Phase- III, Industrial Area, Dharuhera, District- Rewari HR 123106.

1. Name(s) of the Member: 1. Mr./Ms. _____

andJoint Holder(s) 2. Mr./Ms. _____

(in blockletters) 3. Mr./Ms. _____

2. Address : _____

3. Father's/Husband's Name (of the Member) : Mr . _____

4. Name of Proxy : Mr./Ms. _____

- 1.
- 2.
- 3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

1. Please complete the Attendance slip and hand it over at the Registration Counter at the venue.
- 2.**** Applicable for Investors holding Shares in electronic form.