

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF NEWTIME INFRASTRUCTURE LIMITED WILL BE HELD ON THURSDAY, 27TH DAY OF FEBRUARY, 2025 AT 12:00 NOON TO BE HELD AT REGISTERED OFFICE OF THE COMPANY SITUATED AT BEGAMPUR KHATOLA, KHANDSA, NEAR KRISHNA MARUTI, GURGAON, BASAI ROAD, GURUGRAM, HARYANA, 122001, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

ITEM NO. 01: To Approve Variation in the terms/rights of existing 39,44,960 10% Non-Convertible Non-Cumulative Redeemable Preference Shares into 2,35,50,530 10% Compulsorily Convertible Preference Shares of Rs. 10 each and consequent issuance of 10% Compulsorily Convertible Preference Shares

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

“RESOLVED THAT in accordance with Sections 42, 48, 55, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable Rules thereunder and also including any relevant provisions of the Companies Act, 2013 and any other previous act, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to necessary approval(s), consent(s), permission(s) of Securities and Exchange Board of India (“SEBI”) and in accordance with any other applicable Law or Regulation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI, BSE Limited (“BSE”), if any required, and subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include any existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board’s absolute discretion, the consent of the members of the Company, be and is hereby accorded to approve change/ alter/ vary/ replace the existing terms and nature of 39,44,960 (Thirty Nine Lakh Forty Four Thousand Nine Hundred Sixty) 10% Non-Convertible Non-Cumulative Redeemable Preference Shares (“**RNCPS**”), which will compulsory convertible into 2,35,50,530 (Two Core Thirty Five Lakh Fifty Thousand Five Hundred and Thirty) 10 % Compulsorily Convertible Preference Shares (CCPS) of the face value of Rs. 10/- (Rupees Ten each) each of the Company (“**CCPS**”) and which shall be compulsory convertible into Equity Share at a price of Rs. 9.50/- (Rupees Nine and Fifty Paise only) (including a premium of Rs.



8.50/- (Rupees Eight and Fifty Paise only) for each CCPS) ("Conversion Price"), as determined in terms of Regulation 165 of SEBI ICDR Regulations, 2018, to promoters as mentioned below ("Preference Shareholders"), on preferential allotment basis ("Preferential Offer) on the below mentioned terms and conditions, as the Board may, in its absolute discretion, think fit.

Particulars of the Offer are as follows:

Sr. No.	No. of RNCPS holders	No. of RNCPS Held	No. of CCPS to be allotted	No. of Equity shares to be allotted upon Conversion
1.	MGR Investment Private Limited	3,15,600	18,84,061	18,84,061
2.	Atambhu Buildwell Private Limited	36,29,360	2,16,66,469	2,16,66,469
Total		39,44,960	2,35,50,530	2,35,50,530

RESOLVED FURTHER THAT the variation of rights of RNCPS holders by converting their existing holding from RNCPS to CCPS, shall be subject to the following terms and conditions:

- 10% Compulsorily Convertible Preference Shares shall be compulsorily convertible into equity shares in one or more tranches, of the face value Rs 1/- each, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.
- The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 1/- each of the Company ("Equity Shares") with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- The CCPS shall be paid dividend on a non-cumulative basis at the rate of 10%;
- The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.
- The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.
- The CCPS (upon variation of RNCPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.



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- The Face Value of 10% Compulsorily Convertible Preference Shares is Rs. 10/- per share.
 - The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.
 - All other terms & conditions associated with the aforesaid preference shares shall remain same.

RESOLVED FURTHER THAT pursuant to variation of the terms of said RNCPS into CCPS, the Company's liability towards RNCPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said RNCPS so converted shall be treated as 'redeemed' from the date of allotment of CCPS;

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the conversion price of the Equity Shares proposed to be allotted, pursuant to conversion of CCPS into Equity Shares to the mentioned allottees is **Tuesday, 28th January 2025**, i.e., being the date, which is 30 (Thirty) days prior to the date of EGM i.e., Thursday, 27th February, 2025;

RESOLVED FURTHER THAT the Equity Shares to be allotted after the conversion of CCPS, shall rank pari passu in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of 1/- (Rupees One Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to modify, accept and give effect to any modifications in the terms and conditions of the aforesaid RNCPS as may be required, statutory regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board and to settle all queries or doubts that may arise in the aforesaid matters there from and to execute all such deeds, documents, writings, agreements, applications in connection with the aforesaid matters as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."



ITEM NO. 02: To Approve Regularisation of Mr. Ajay Kumar Thakur (DIN: 10799462) as the Executive 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 Section 149, 152 and 161 read with schedule IV and read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and Regulation 16, 25 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirement), 2015 (including any statutory modifications or re-enactment thereof for the time being in force), **Mr. Ajay Kumar Thakur (DIN-10799462)**, who was appointed as an Additional Executive Director by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, effective from September 14, 2024 and in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature, the approval of members be and is hereby given for the appointment of **Mr. Ajay Kumar Thakur (DIN-10799462)**, as Executive Director of the Company and whose office shall be liable to retire by rotation;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to sign and file e-forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

ITEM NO. 03: To Consider the appointment of Mr. Ajay Kumar Thakur (DIN: 10799462) as Managing 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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, and pursuant to the applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to appoint **Mr. Ajay Kumar Thakur (DIN: 10799462)** as Managing Director of the Company for a period of Five years from conclusion from this Extra-ordinary General Meeting, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Ajay Kumar Thakur, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;



RESOLVED FURTHER THAT any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may have considered expedient and necessary in this regard.”

By Order of the Board
For NEWTIME INFRASTRUCTURE LIMITED

Sd/-
Jyoti Verma
Company Secretary and Compliance Officer
Date: 29-01-2025
Place: Haryana

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Extra Ordinary General Meeting ('EGM') is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
3. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on a poll in the meeting instead of himself/herself and the proxy need not be a member of the company. Pursuant to Section 105 of the Act, a person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. However, a member holding more than 10% of the total paid up share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders. If a Proxy is appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company not later than 48 hours before the commencement of the meeting. The instrument appointing the proxy in order to be effective should be, duly stamped, completed and signed and must be deposited at the registered office of the company not less than 48 hours before commencement of the EGM. A proxy form is annexed to the annual report.
4. Members may now avail the facility of nomination as permitted under Section 72 of the Companies Act, 2013 in respect of physical shares held by them in the Company, by nominating in the prescribed form SH-13 which can be procured from Registrar and Share Transfer Agent (Beetal Financial & Computer Services (P) Limited) a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in demat form may contact their respective depository participants for such nominations.



5. Members/Proxies/authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting;
6. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote;
7. In order to enable us to register your attendance at the venue of the Extra Ordinary 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.
8. 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. Admission to the Extra Ordinary General Meeting venue will be allowed only after verification of the signature in the Attendance Slip. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
9. The revised SS-1 and SS-2 shall be applicable to all the companies (except the exempted class of companies) w.e.f. 1st October, 2017 and accordingly all Board Meetings (including meetings of committees of Board) and General Meetings in respect of which Notices are issued on or after 1st October, 2017 need to comply with the revised SS-1 and SS-2.
10. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 24th January, 2025.
11. The Notice of the Extra Ordinary General Meeting is also uploaded on the website of the Company <http://www.newtimeinfra.in> (website). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com.
12. Dispatch of EGM Notice through Electronic Mode:
13. In compliance with the MCA Circulars and SEBI Circular, Notice of the EGM along with Annexures is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/ Depository Participants. Members may note that the EGM Notice will also be available on the Company's website <http://www.newtimeinfra.in> websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and CDSL i.e. www.evotingindia.com and on the website of Company's Registrar and Transfer Agent, Beetal Financial & Computer Services (P) Limited at www.beetalfinancial.com
14. To support the "Green Initiative" Members who have not registered their e-mail addresses are requested to register the same with Company's Registrar and Share Transfer Agent.
15. In case you are holding Company's Shares in physical form, please inform Company's RTA viz, M/s. Beetal Financial & Computer Services Private Limited at Beetal House, 3rd Floor, 99,



Madangir, Behind, LSC, New Delhi-110062 by enclosing-a photocopy of blank cancelled cheque of your bank account.

16. **SEBI VIDE ITS CIRCULAR, WITH A VIEW TO PROTECT THE INTEREST OF THE SHAREHOLDERS, HAS MANDATED TO ALL THE MEMBERS WHO HOLD SECURITIES OF THE COMPANY IN PHYSICAL FORM, TO FURNISH TO THE COMPANY / ITS REGISTRAR AND TRANSFER AGENT, THE DETAILS OF THEIR VALID PERMANENT ACCOUNT NUMBER (PAN) AND BANK ACCOUNT. TO SUPPORT THE SEBI'S INITIATIVE, THE MEMBERS ARE REQUESTED TO FURNISH THE DETAILS OF PAN AND BANK ACCOUNT TO THE COMPANY OR RTA. MEMBERS ARE REQUESTED TO SEND COPY OF PAN CARD OF ALL THE HOLDERS; AND ORIGINAL CANCELLED CHEQUE LEAF WITH NAMES OF SHAREHOLDERS OR BANK PASSBOOK SHOWING NAMES OF MEMBERS, DULY ATTESTED BY AN AUTHORISED BANK OFFICIAL.**
17. **TO BE NOTIFIED BY SEBI, SECURITIES OF LISTED COMPANIES WOULD BE TRANSFERRED IN DEMATERIALIZED FORM ONLY, FROM A CUT-OFF DATE. IN VIEW OF THE SAME MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDINGS TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES AND FOR EASE OF PORTFOLIO MANAGEMENT. MEMBERS CAN CONTACT THE COMPANY'S RTA FOR ASSISTANCE IN THIS REGARD.**
18. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will 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 Extra Ordinary General Meeting.
19. All documents referred to in the Notice and explanatory statement will be available electronically for inspection without any fee by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to newtimeinfra2010@gmail.com
20. The Company has fixed **Thursday, 20th February, 2025** as the "**Cut-Off Date**" for remote e-voting. The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the paid up value of shares registered in their name as at close of business hours on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Notice for information purposes only.
21. The Company has appointed **M/s AASK & Associates LLP (LLPIN: AAD-2934) (Name of the Scrutinizer)** to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting and shall within 2 working days of conclusion of the EGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman or any other person



authorized by the Chairman, who shall countersign the same and declare the result of the voting forthwith.

23. The results along with Scrutinizer's Report, shall be displayed at the Registered Office and Corporate office of the Company and placed on the Company's website at <http://www.newtimeinfra.in/> and the website of CDSL immediately after the result is declared. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolutions will be deemed to be passed on the date of EGM subject to receipt of the requisite number of votes in favour of the resolutions.
24. The voting result will be announced by the Chairman or any other person authorized by him within two working days of the EGM.
25. In case of any queries, members may write to newtimeinfra2010@gmail.com to receive an email response
26. The Company's Registrar and Transfer Agent for its share registry work (Physical and Electronic) is Beetal Financial & Computer Services (P) Limited (herein after referred to as "RTA"). All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents, at the address mentioned below:
- Beetal Financial & Computer Services (P) Limited**
Beetal House, 3rd Floor, 99 Madangir,
Behind Local Shopping
Centre, Near Dada Harsukh Dass
Email: beetal@beetalfinancial.com
27. As directed by SEBI, members are requested to-
- (i) Intimate to the DP, changes if any, in their registered addresses and/or changes in their bank account details, if the shares are held in dematerialized form.
 - (ii) Intimate to the Company's RTA, changes if any, in their registered addresses, in their bank account details, if the shares are held in physical form (share certificates).
 - (iii) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names.
 - (iv) Dematerialize the Physical Shares to Electronic Form (Demat) to eliminate all risks associated with Physical Shares. Our Registrar and Transfer Agents viz Beetal Financial & Computer Services (P) Limited (Email: beetal@beetalfinancial.com) may be contacted for assistance, if any, in this regard.
 - (v) Further, as per amendment to Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, requests for effecting transfer, transmission or transposition of securities of securities shall not be processed unless the securities are



held in the dematerialized form. Members are advised to Dematerialize the shares held by them in physical form.

- (vi) 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 from Monday, 24th February 2025 (09:00 A.M. IST) to Friday, 26th February (5:00 P.M. IST). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date, i.e. Thursday, 20st February, 2025 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. 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.

(vii) 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 Extra Ordinary General Meeting (EGM) 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 EGM. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM 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 EGM in terms of Section 107 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- i. The voting period begins on Monday, 24th February 2025 (10:00 A.M. IST) to Wednesday, 26th February (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 (record date) of Thursday, 20th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote on the date of meeting.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.



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- iv. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

- v. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode CDSL</p>	<p>A. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>D. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will</p>



Regd. Office: Begampur Khatola, Khandsa, Near Krishna Maruti,
Gurgaon, Basai Road, Haryana-122001

CIN: L24239HR1984PLC040797 **Tel.:** 91-7419885077

	<p>be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

vii. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - ii. For CDSL: 16 digits beneficiary ID,
 - iii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iv. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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. 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.

- a) After entering these details appropriately, click on "SUBMIT" tab.
- b) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- c) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- d) Click on the EVSN for the relevant "Newtime Infrastructure Limited" on which you choose to vote.
- e) 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.
- f) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- g) 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.
- h) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- i) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- j) 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.
- k) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.



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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; newtimeinfra2010@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**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 statements sets out all material facts relating to the business mentioned in the accompanying Notice:

SPECIAL BUSINESS**ITEM NO. 01: To Approve Variation in the terms/rights of existing 39,44,960 10% Non-Convertible Non-Cumulative Redeemable Preference Shares into 2,35,50,530 10% Compulsorily Convertible Preference Shares of Rs. 10 each and consequent issuance of 10% Compulsorily Convertible Preference Shares**

The Members of the Company in their General Meeting held via postal ballot on Dated, 21st September, 2011 had accorded their approval to issue and allot in aggregate 40,00,000 (Forty Lacs) 10% Non-Convertible, Non-Cumulative Redeemable Preference Shares of face value of Rs.10/- each (hereinafter referred to as "RNCPS"), at a premium of Rs. 90/- (Rupees Ninety) aggregating to Rs. 40,00,00,000/- (Forty Crore only) on private placement basis, to the shareholders of M/s Lotus Buildtech Limited for acquiring Equity Stake, management and control of M/s Lotus Buildtech Limited (subsidiary company) of the Company.

Redemption of the said RNCPS to the preference shareholders may cause liquidity crunch in the Company. Hence. the Company has approached the aforementioned preference shareholders, i.e, MGR Investments Private Limited and Atambhu Buildwell Private Limited, through a request letter dated 31st December 2024, seeking their consent for the variation in the terms of their 10% RNCPS into 10% CCPS, with the subsequent conversion into equity shares to be completed within a maximum period of 18 months, in accordance with SEBI ICDR Regulations.

All RNCPS holders, holding a total of 39,44,960 preference shares have agreed to the proposed variation in the terms existing preference shares and have given their consent on 3rd January, 2025 for the said variation.

Therefore, the Board at its meeting held on 29th January, 2025 accorded the approval of Preference Shareholders to vary/ change the terms and nature of RNCPS by converting 39,44,960 (Thirty Nine Lakh Forty Four Thousand Nine Hundred Sixty)10% RNCPS, into 2,35,50,530 (Two Core Thirty Five Lakh Fifty Thousand Five Hundred and Thirty) 10 % CCPS of the face value of Rs. 10/- (Rupees Ten each) each of the Company and which shall be compulsory convertible into Equity Share at a price of Rs. 9.50/- (Rupees Nine and Fifty Paise only) (including a premium of Rs. 8.50/- (Rupees Eight and Fifty Paise only) for each CCPS ("Conversion Price"), aggregating to Rs. 22,37,30,035/- (Rupees Twenty-Two Core Thirty-Seven Lakhs Thirty Thousand and Thirty-Five only) as determined under the provisions of Regulation 165 of Chapter V of SEBI (ICDR) Regulations, 2018 and based on the Valuation Report dated 28th January, 2025 issued by Mr. Avinash Kumar, Independent Registered Valuer. **(IBBI Regd. No. IBBI/RV/03/2021/13945).**



Hereafter, the variation in the terms of 39,44,960 (Thirty Nine Lakhs Forty Four Thousands Nine Hundred and Sixty) 10% RNCPS into 2,35,50,530 10% CCPS of Rs. 10/- (Rupees One only) each, will be as per the terms more particularly mentioned in the below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit;

- The 10% CCPS will be compulsorily convertible into equity shares in one or more tranches, of the face value Rs 10/- each, at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment. Further, Subject to the approval of all applicable regulatory authorities, the Company shall convert the unexercised portion, if any, of allotted CCPS into the Equity Shares of the Company on the last day of the period specified in Regulation 162 of the ICDR Regulations even if the proposed allottee does not exercise the conversion option.
- The CCPS shall carry a preferential right vis-a-vis equity share of Rs. 1/- each of the Company ("Equity Shares") with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- The CCPS shall be paid dividend on a non-cumulative basis at the rate of 10%;
- The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013.
- The proposed allottee shall have the right to exercise the conversion option in writing at any time, in one or more tranches, which shall not be later than the period specified in Regulation 162 of the SEBI (ICDR) Regulations.
- The CCPS (upon variation of RNCPS) and Equity Shares to be allotted pursuant to conversion of the CCPS shall be in dematerialized form and subject to lock-in as applicable under ICDR Regulations.
- The Face Value of 10% Compulsorily Convertible Preference Shares is Rs. 10/- per share.
- The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company.
- All other terms & conditions associated with the aforesaid preference shares shall remain same.



The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

a) The objects of the preferential issue:

Newtime Infrastructure Limited ('NTIL' of the Company') had, in the year 2011, acquired Lotus Buildtech Limited ('LBT') and made the later its subsidiary. For this, NTIL had issued 39,44,960 RNCPS of Rs. 10/- each (Rupees Ten) each at a premium of Rs. 90/- (Rupees Ninety) each, to MGR Investments Private Limited and Atambhu Buildwell Private Limited, the shareholders of LBT. Redeeming the preference shareholders at this stage may cause liquidity crunch to the Company. Hence, NTIL has proposed variation in terms to said preference shareholders, thereby proposing to issue CCPS against the RNCPS held.

The Board considered that this conversion is expected to have a positive impact on the Company's cash flow by eliminating immediate cash outflows related to the redemption of preference shares, thereby enhancing financial liquidity and conserving resources for business operations. Thus, the variation of RNCPS to CCPS will help the Company to strengthen its Balance Sheet.

b) Kinds of securities offered and the price at which security is being offered

Kinds of securities offered	Price at which security is being offered
CCPS is being allotted pursuant to the variation in terms of issued RNCPS	Face value of existing RNCPS is Rs. 10/- and thus so does the face value of CCPS is Rs. 10/- (Rupees Ten only)
Underlying Equity Shares issued in pursuant to conversion of CCPS	The Company has decided to issue the shares at the price of Rs. 9.50/- (Rupees Nine and Fifty Paise only) (including premium of Rs. 8.50/-) (Rupees Eight and Fifty Paise only)

c) Type and maximum number of securities to be issued:

The Board of Directors in its meeting held on Wednesday, 29th January, 2025, approved the variation of rights of the RNCPS holders in accordance with the consent of such variation from RNCPS holders, holding the requisite minimum 75% RNCPS, respectively, issue and allot 2,35,50,530 CCPS in lieu of existing RNCPS and convert said CCPS into 2,35,50,530 Equity Shares of the Company.



Particulars of the Offer are as follows:

These RNCPS are proposed to be converted into CCPS and consequent conversion thereof into Equity Shares of the Company. The particulars of the issue including the maximum number of specified securities proposed to be allotted/ converted are as follows:

S. No.	Name of NCRPS holders	Total no. of RNCPS (Face Value of Rs 10/- each)	Current Value of Preference Shares (Including Issue Price, Interest, Gains and Premium)	*No. of CCPS to be allotted at a price of Rs. 9.50 pursuant to conversion of RNCPS (Face Value of Rs. 10/- each)
1	MGR Investements Pvt Ltd	3,15,600	1,78,98,585	18,84,061
2	Atambhu Buildwell Pvt Ltd	36,29,360	20,58,31,454	2,16,66,469
TOTAL		39,44,960	22,37,30,039	2,35,50,530

d) Basis on which the Issue Price for the securities has been arrived at:

The equity shares of Company are listed on Stock Exchanges i.e. BSE Limited are infrequently traded in accordance with SEBI ICDR Regulations ("Regulations") and hence, the issue price of underlying Equity Shares attached to CCPS has been determined based on the Valuation Report dated 28th January, 2025 issued by Mr. Avinash Kumar, Independent Registered Valuer. **(IBBI Regd. No. IBBI/RV/03/2021/13945** having office at A-338, LGF, Defence Colony, New Delhi -110024

In terms of the provisions of regulation 165 of SEBI ICDR Regulations the price at which the Equity Shares shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the Relevant Date i.e. **Rs. 9.09/-** per equity share;
- The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date i.e. **Rs. 6.25/-** per equity share; or
- The price determined by an Independent Registered Valuer vide its Valuation Report dated 28th January, 2025 having its office at A-338, LGF, Defence Colony, New Delhi - 110024 i.e. **Rs.9.09/-** per equity share.

The Articles of Association of the Company does not provide for an alternate method of determination of price of equity shares.



Accordingly, the Board has considered to issue the Equity Shares at a price of Rs.9.50/- each (Rs. Nine Fifty Paise) at the premium of Rs. 8.50 each (Rupees Eight Fifty Paise only) per Equity Share which is not lower than the price determined in accordance with applicable provisions of Regulations.

e) **Relevant Date:**

The “Relevant Date” for determination of the floor price for the proposed preferential issue of CCPS and Equity Shares in accordance with Regulations would be **Tuesday, 28th January, 2025** i.e. the date 30 days prior to the date of passing of resolution at the proposed date of holding Extra Ordinary General Meeting, has been considered as the Relevant Date.

f) **Proposal/ Intention of the promoters, directors, key management personnel or senior Management of the Company to subscribe to the offer:**

The proposed allottees inter-alia includes Atambhu Buidwell Private Limited and MGR Investment Private Limited belongs to Promoter Group Category. Except the two allottees stated herein, none of the other Promoters, Director(s), Key Managerial Personnel(s) or Senior Management of the Company or their respective relatives are subscribing to this preferential issue.

g) **The Class or Classes of Persons to whom the allotment is proposed to be made**

Sr. No.	Preference shareholders	Category
1.	Atambhu Buildwell Private Limited	Promoter & Promoters Group
2.	MGR Investment Private Limited	Promoter & Promoters Group

h) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

During the current financial year 2024-25, the company has issued and allotted 34,98,92,000 (Thirty Four Crore Ninety Eight Lakhs Ninety Two Thousands) bonus shares of ₹1 each in the proportion 2:1 i.e. 2 (Two) new fully paid-up equity share of ₹1/- (Rupee One Only) each for every 1 (One) fully paid-up Equity Shares of ₹1/- (Rupee one only) to the Members holding Equity Shares of the Company as on the record date i.e. 23rd May 2024.

i) **Material term of raising equity shares**

No material terms other than stated above.

j) **Principle terms of assets charged as securities:**

Not applicable

**k) Timeframe within which the allotment shall be completed**

In terms of SEBI (ICDR) Regulations, pursuant to variation of the rights of RNCPS holders, the CCPS will be allotted (upon variation in terms of RNCPS) within a period of 15 (fifteen) days from the date of passing of Special Resolution as mentioned in the notice of EGM as item no. 1. or any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

Further, upon exercise of option to convert the CCPS into equity shares by the proposed allottees, the Company shall issue and allot equivalent number of equity shares of the Company within 15 (fifteen) days of such exercise of conversion of CCPS or receipt of last of the approval/permission required for such allotment from any regulatory authority or the Central Government, whichever is later.

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I) Equity Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No	Category	Pre Issue#						No. of equity shares to be allotted pursuant to the conversion of CCPS	Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares to be allotted pursuant to exercise of warrants	No. of Bonus Equity Shares pursuant to conversion of Warrants	Sub Total	% of equity holding		Grand Total	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING									
	Indian									
	Individual	-	-	-	-	-	-	-	-	-
	Bodies Corporate	36,74,73,102	70.0165	-	-	36,74,73,102	64.9661	2,35,50,530	39,10,23,632	66.3665
	Any Other	-	-	-	-	-	-	-	-	-
	Sub-total	36,74,73,102	70.0165	0	0	36,74,73,102	64.9661	2,35,50,530	39,10,23,632	66.3665
	Foreign Promoters	-	-	-	-	-	-	-	-	-
	Sub-total (A)	36,74,73,102	70.0165	0	0	36,74,73,102	64.9661	2,35,50,530	39,10,23,632	66.3665
B.	PUBLIC HOLDING									
B1)	Institutions (Domestic)	0	0	0	0	0	0	0	0	0
B2)	Institutions (Foreign)									
	Foreign Portfolio Investors Category I	1,46,69,648	2.7951	56,00,000	1,12,00,000	3,14,69,648	5.5636	0	3,14,69,648	5.3412
	Foreign Portfolio Investors Category II	0	0	0	0	0	0	0	0	0
B3)	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0
B4)	Non-Institution									
	Indian public	4,06,04,610	7.7366	-	-	4,06,04,610	7.1786	0	4,06,04,610	6.8916
	Non Resident Indians (NRIs)	8,39,970	0.1601	-	-	8,39,970	0.1485	0	8,39,970	0.1426
	Bodies Corporate	7,94,00,819	15.1286	80,00,000	1,60,00,000	10,34,00,819	18.2804	0	10,34,00,819	17.5497
	Any Other (specify)	2,11,98,240	4.039			21,198,240	3.75	0	2,11,98,240	3.60
	HUF	6,51,611	0.1242	-	-	6,51,611	0.1152	0	6,51,611	0.1106



Clearing Members	0	0	0	0	0	0	0	0	0	0
LLP	0	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0	0
Sub-total (B)	157,364,898	29.9836	13,600,000	27,200,000	198,164,898	35.0339	-	198,164,898	33.6335	
GRAND TOTAL (A) + (B)	524,838,000	100	13,600,000	27,200,000	565,638,000	100	23,550,530	589,188,530	100	

The pre-issue Share Holding Pattern is as per the share holding pattern as on December 31, 2024.

* The post issue paid-up capital is arrived after considering all the previous preferential allotment and conversion of entire number of Warrants, Bonus Shares Reserved and Warrants proposed to be made and on fully diluted basis and the pre-issue share holding pattern continue to be the shareholders of the Company.

m) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue

There will be no change in the control of the Company consequent to the said preferential issue. The percentage shareholding in the Company by the preference shareholders, pre and post preferential issue is given below:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	No. of securities to be allotted	Allottee is: *QIB/ Non QIB	**Post issue % of capital that allottee will hold
Atambhu Buildwell Private Limited	Promoter	Anita Dham	18,84,061	Non QIB	0.32
		Anjali Malhotra			
		Anubhav Dham			
MGR Investment Private Limited	Promoter	Anita Dham	2,16,66,469	Non QIB	3.68
		Anjali Malhotra			
		Anubhav Dham			

* QIB as defined under Definitions in Regulation 2(1)(ss) of Chapter I of SEBI (ICDR) Regulations, 2018.

** The post issue paid-up capital is on diluted basis considering full allotment of Equity Shares and upon exercise of Convertible Warrants and conversion of CCPS.



n) Change in control, if any in the Company that would occur consequent to the preferential offer:

Upon the issuance and allotment of the equity shares, there is no likely change of control of the Company.

o) Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter

The Proposed Allottees shall be classified under respective categories of Promoter and Non-Promoters, as tabulated herein below, and the status will continue post the preferential issue.

S. No	Details of the Proposed Allottee	Current Status	Proposed Status
1.	MGR Investment Private Limited	Promoter and Promoter Group	Promoter and Promoter Group
2.	Atambhu Buildwell Private Limited	Promoter and Promoter Group	Promoter and Promoter Group

p) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

Not Applicable

q) Lock-in period:

The CCPS and Equity Shares to be allotted pursuant to conversion of CCPS shall be locked-in as prescribed under the ICDR Regulations from time to time.

r) Practicing Company Secretary Certificate:

A certificate from M/s. S. Khurana & Associates (Membership No.: FCS 10098: COP No.: 13212), Practicing Company Secretaries, certifying that certifying that the preferential issue is being made in accordance with requirements of ICDR Regulations, shall be available for inspection by the members and the same may also be accessed on the Company's website at the link: www.newtimeinfra.in

s) Other disclosures/undertaking

- a) The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations;
- b) The issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;



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- c) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees;
 - d) The Company, its Promoters and its Directors are not categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1) (i) of the ICDR Regulations is not applicable;
 - e) None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations;
 - f) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
 - g) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
 - h) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
 - i) The Company is in compliance with the conditions for continuous listing;
 - j) The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date;
 - k) The Equity Shares held by the proposed allottees in the Company are in dematerialized form Only;
 - l) All the equity shares to be allotted pursuant to the conversion of the Compulsorily Convertible Preference Shares held by the Preference Shareholders in the Company will be in dematerialized form;
 - m) As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

None of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item No. 1 set out in this EGM Notice.

The Board recommends the resolutions set forth at Item No. 1 for approval of the members by way of a Special Resolution.



ITEM NO. 02: To Approve the regularisation of Mr. Ajay Kumar Thakur (DIN: 10799462) as Executive Director of the Company

The Board of Directors based on the recommendation of Nomination and Remuneration Committee, in their meeting held on January 27, 2025 decided to appoint Mr. Ajay Kumar Thakur (DIN: 10799462), as director of the Company, who was appointed as an additional director of the Company on November 14, 2024 till the conclusion of ensuing Annual General Meeting. The Company has received consent from Mr. Ajay Kumar Thakur to be regularized as Director of the Company under applicable provisions of the Companies Act, 2013. The Board of directors has recommended to pass resolution as an ordinary resolution. None of the directors of the company is directly or indirectly interested or concerned in the resolutions apart from the Mr. Ajay Kumar Thakur whose appointment is under consideration. Brief profile of Mr. Ajay Kumar Thakur seeking regularisation at the forthcoming Annual General Meeting is provided in **Annexure –A**.

ITEM NO. 03: To Consider the appointment of Mr. Ajay Kumar Thakur (DIN: 10799462) as Managing Director of the Company

The Board of Directors on the recommendation of Nomination and Remuneration Committee, in their meeting held on January 27, 2025 decided to re-designate Mr. Ajay Kumar Thakur (DIN: 10799462) by appointing him as the Managing Director of the Company from his earlier position of Executive Director for a period of five (5) years commencing from Thursday, February 27, 2025.

The Board Members also decided to retain the same remuneration structure for Mr. Ajay Kumar Thakur, as was there with his previous designation/role.

Mr. Ajay Kumar Thakur (DIN: 10799462), aged 44 years, he is a Graduate and has experience in handling Finance & Accounts in corporate. He was initially appointed as an Additional Director (Executive) with effect from 14th September, 2024. His tenure as an executive Director appointment was subject to the approval of shareholder's in the forthcoming General Meeting.

The Nomination and Remuneration Committee (NRC) as constituted by the Board have duly considered and recommended the terms, conditions of appointment and remuneration payable to Mr. Ajay Kumar Thakur. The main terms and conditions of Re-designation of Mr. Ajay Kumar Thakur from Executive Director to Managing Director are furnished below:

- a) **Term of appointment:** - Five years (27-02-2025 to 27-02-2030)
- b) **Nature of Duties:** Mr. Ajay Kumar Thakur, Managing Director, shall devote sufficient time and attention towards the business of the Company. He shall have full control and executive responsibility for the general conduct and management of business and affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.
- c) **Remuneration:** Mr. Ajay Kumar Thakur, shall be entitled to following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limit laid down in Section 197 and Schedule V of the Companies Act, 2013



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- i) **Salary:** There will be no change in the salary as decided by the Board of Directors from time to time.
- ii) **Perquisites:** Mr. Ajay Kumar Thakur, shall be entitled to following perquisites and allowances.

Category – A

- Rent Free Furnished Accommodations or house rent allowance of 60% of salary in lieu thereof;
- Medical reimbursement and medical insurance for the said employee and his family in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee
- Club Fee (Subject to a Maximum of 3 Clubs and not including admission and life membership fee);
- Insurance and any other general allowance and perquisites in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee;
- For the above purpose “family” means the spouse and dependent children of the managerial person

Category –B

- Contribution to Provident Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half month’s salary for each completed year of service;
- Encashment of leave at the end of the tenure.

Category – C

- The Company shall provide and make available to the said employee a car of such horse power, as may from time to time be determined by the Company, along with driver, and shall bear all garage rent, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car by the said employee.
- The Company shall provide the said employee with a telephone facility at his residence.
- Provision of a car for use on Company’s business and telephone at residence will not be considered perquisites.
- The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to the annual salary of the said employee.



- In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion.
- Other Terms: He shall be entitled to reimbursement of all actual entertainment and travelling expenses incurred in the course of the company's business. The appointment may be terminated by Mr. Ajay Kumar Thakur or the Company by giving not less than three months' prior notice in writing.

Except Mr. Ajay Kumar Thakur and his relatives (to the extent of their shareholding), none of other Directors and/or KMP's or their relatives are concerned or interested, financially or otherwise, in the Item No. 3 set out in this EGM Notice.

The Board recommends the resolutions set forth at Item No. 3 for approval of the members by way of an Ordinary Resolution.

For, NEWTIME INFRASTRUCTURE LIMITED

Sd/-

Jyoti Verma

Company Secretary

Date: 29-01-2024

Place: Haryana



Brief Profile of Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) are as mentioned below:

Annexure- A

Name of the Directors	Mr. Ajay Kumar Thakur
Date of Birth/Age	01/01/1981
DIN	10799462
Nationality	Indian
Date of the first appointment on the Board	29-03-2014
Terms and Conditions of Appointment	The Regularization and appointment of Mr. Ajay Kumar Thakur as an a Managing Director of the Company shall be effective form the conclusion of EGM till the term of five (5) years. The office of Mr. Ajay Kumar Thakur shall be liable to retire by rotation.
Remuneration last draw (including sitting fees, if any) /Remuneration proposed to be paid	As decided by the Board of Directors.
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	No Relation
Qualification(s)	Graduate
Nature of Expertise	Mr. Ajay Kumar Thakur has an experience in handling Finance & Accounts in corporate.
Directorship of other Boards as on date of dispatch of Notice	<ol style="list-style-type: none"> 1. Newtime Infrastructure Limited 2. Wintage Infraheight Private Limited 3. Magik Infraprojects Private Limited 4. Neville Developers Private Limited 5. Atara Developers Private Limited 6. Archon Estates Private Limited 7. Vincent Infraprojects Private Limited 8. Mverx Technologies Private Limited 9. Pluto Biz. Developers Private Limited



Membership / Chairmanship of Committees of the other Boards (Includes only Audit & Stakeholders' Relationship Committee) as on 23rd August, 2023	Nil
Number of shares held in the Company	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the Financial year	One



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:	Begampur Khatola, Khandsa, Near Krishna Maruti, Gurgaon, Basai Road, Gurugram, Haryana, 122001

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:

1. Name: _____

E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____

E-mail Id: _____

Address: _____

Signature: _____ or failing him/her

3. Name: _____

E-mail Id: _____

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 Extra Ordinary General Meeting (EGM) of the Company, to be held on **Thursday, February 27, 2025** at 12:00 a.m. at the Registered Office of the Company at Begampur Khatola, Khandsa, Near Krishna Maruti, Gurgaon, Basai Road, Gurugram, Haryana, 122001 and at any adjournment thereof in respect of such resolutions as are indicated below:



Res No.	Resolutions	Vote (optional, see the note)	
		For	Against
<u>SPECIAL BUSINESS:-</u>			
1.	Approve Variation in the terms of issued 39,44,960 10% Non-Convertible Non-Cumulative Redeemable Preference Shares into 39,44,960 10% Compulsorily Convertible Preference Shares of Rs. 10 each and issuance of 10% Compulsorily Convertible Preference Shares		
2.	Approve the regularisation of Mr. Ajay Kumar Thakur (DIN: 10799462) as Executive Director of the Company		
3.	To Consider the appointment of Mr. Ajay Kumar Thakur (DIN: 10799462) as Managing Director of the Company		

Signed this _____ day of _____ of 2024

Signature _____ of _____ the _____ Shareholder:

Signature _____ of _____ the _____ Proxy holder(s):

Affix

Revenue
Stamp
of Rs.
1/-

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



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 Extra Ordinary General Meeting of the Company being held on **Thursday, February 27, 2025 at 12:00 a.m** at the Registered Office of the Company at Begampur Khatola, Khandsa, Near Krishna Maruti, Gurgaon, Basai Road, Gurugram, Haryana, 122001.

Name(s) of the Member:

1. Mr./Ms. _____ and Joint Holder(s)
2. Mr. /Ms. _____ (in block letters)
3. Mr. /Ms. _____

2.Address:

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

—

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.