



Ref No.: NIL/BSE/43/2023-24

Date: 25th November, 2023

**To The Manager
Listing Department
BSE Limited,
Phiroze Jee Jee Bhoy Towers,
Dalal Street, Mumbai - 400001**

Security Code No.: 531959

Subject: Notice of the 01st Extra-Ordinary General Meeting for the Financial Year 2023-24, intimation of cut-off date and other matters.

Dear Sir/Madam,

Pursuant to the provisions of Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), please take note of the following

1. Please find enclosed herewith a copy of the Notice convening the 01st Extra Ordinary General Meeting (EGM) of the Company scheduled to be held on Thursday, 21st December, 2023, at 12:00 Noon through Video conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.
2. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide the Members, facility to exercise their right to vote at the EGM by electronic means and the business mentioned in the EGM Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited.
3. The Company has fixed Thursday, 14th December, 2023 as the 'cut-off date' for ascertaining the names of the Members, holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically during 18th December, 2023 (09:00 A.M.) to 20th December, 2023 (5:00 P.M.), and also during EGM in respect of business to be transacted at the aforesaid EGM.

We request to take the above information on your records.

**Thanking You,
For & on Behalf of**

Newtime Infrastructure Limited

**Raj Singh Poonia
(Managing Director)
DIN: 09615705
Encl: a/a**



NOTICE

NOTICE is hereby given that the **01st Extra-ordinary General Meeting (EGM)** for the Financial Year 2023-24 of the Members of **Newtime Infrastructure Limited ("the Company")** will be held on Thursday, 21st day of December 2023, at 12:00 Noon (IST) through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following special business:

ITEM 1: TO INCREASE IN AUTHORIZED SHARE CAPITAL OF COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61, Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the existing from Rs. 24,00,00,000/- (Rupees Twenty Four Crore) comprising of 18,00,00,000 (Eighteen Crore) equity shares of Rs. 1/-(Rupee One) Each and 60,00,000 (Sixty Crore) Preference Shares of Rs. 10/-each to Rs. 25,20,00,000/-(Rupees Twenty Five Crore Twenty Lakhs) comprising of 19,20,00,000 (Nineteen Crore and Twenty Lakhs) equity shares of Rs. 1/-(Rupee One) Each and 60,00,000(Sixty Crore) Preference Shares of Rs. 10/-each by creation of additional capital of Rs. 1,20,00,000 (Rupees One crore and Twenty Lakhs Only) divided into 1,20,00,000 (One crore Twenty Lakhs) Equity Shares of Rs. 1 (Rupees One only) each and the Clause V of the Memorandum of Association of the Company be altered accordingly."

"RESOLVED FURTHER THAT pursuant to provision of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, the Clause V of Memorandum of Association of the Company be altered to read as follow:

"V. The Authorized Share Capital of the Company is Rs. 25,20,00,000/-(Rupees Twenty Five Crore Twenty Lakhs) divided into 19,20,00,000 (Nineteen Crore and Twenty Lakhs) equity shares of Rs. 1/-(Rupee One) Each and 60,00,000 (Sixty Crore) Preference Shares of Rs. 10/-each."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution."

ITEM 2: TO ISSUE OF CONVERTIBLE EQUITY WARRANTS TO CERTAIN IDENTIFIED NON-PROMOTER PERSONS/ENTITIES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and

Debentures) Rules, 2014 (including any statutory modifications) or the re-enactment thereof for the time being in force ("**Act**") and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**the "ICDR Regulations"**) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (**the "Takeover Regulations"**) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (**the "LODR Regulations"**), including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce, Government of India, Foreign Exchange Management Act, 1999, as amended (**the "FEMA Regulations"**) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India ("**SEBI**"), and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, 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 exiting 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 the Board to create, issue, offer and allot, from time to time in one or more tranches up to 2,06,00,000 (Two Crore and Six Lakhs) Convertible Equity Warrants ("**Warrants**") of face value of Rs.1/- each, to non-promoter group/entities as mentioned below ("Warrant Holders"/ "**Proposed Allottees**") at a price of ₹ 21.78/- (Rupees Twenty one and Seven Eight paise only) each (including premium of Rs. 20.78/- per share) aggregating up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis ("**Preferential Offer**") in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

S. No.	Proposed Allottees	No. of warrants to be allotted
A	Non-Promoter Group	
1	RR Food Import LLP	30,00,000
2	Shree Salasar Properties & Finance Private Limited	50,00,000
3	Silver Stallion Limited	56,00,000
4	Eriska Investment Fund Limited	70,00,000
	TOTAL	2,06,00,000

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank *pari passu* with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT in accordance with the provisions of Regulation 161 of Chapter V of ICDR Regulations, the **Relevant Date** for the purpose of calculating the floor price for the issue of Warrants is 21st November, 2023 being the date, 30 (thirty) days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of this special resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

- I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
- II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising the Warrants.
- III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- IV) The respective Warrant holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.
- V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of ICDR Regulations.
- VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant holders thereof any rights with respect to that of an Equity shareholder of the Company.

- VIII) Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of equity shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder, within 15 days from the date of exercise by the Warrant Holder in terms of regulation 162(2) of the SEBI ICDR Regulations;
- IX) The Equity Shares allotted upon conversion of the Warrants will be listed on the BSE Limited, where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- X) The Warrants and equity shares allotted pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares or Warrants in Form No. PAS-5 together with an application form be issued to the Proposed Allottee inviting it to subscribe to the Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT the amount received by the Company for application of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies ("ROC") in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE Limited for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Delhi ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository

Services (India) Limited (“CDSL”), Security Exchange Board of India (“SEBI”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.”

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.”

**By order of the Board
For Newtime Infrastructure Limited**

Date: 25.11.2023

Place: Gurugram

**Sd/-
Annu
Company Secretary
M. No. A72060**

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular No. 3/2022 dated 5th May, 2022, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as ‘MCA Circulars’), the Company is being permitted for convening the Extra-ordinary General Meeting (“EGM”/ “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company situated at Begampur Khatola, Khandsa, Near Krishna Maruti, Gurgaon, Basai Road, Haryana-122001

2. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the special business with respect to Item No. 1 & 2 forms the part of this Notice.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. Dispatch of EGM Notice through Electronic Mode:

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 www.newtimeinfra.in, websites of the Stock Exchange, i.e., BSE Limited at www.bseindia.com, 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

6. To support 'Green Initiative' for receiving all communication (including EGM Notice) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at beetal@beetalfinancial.com.
 - b. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.
7. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to newtimeinfra2010@gmail.com. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN

details to the Company's RTA. You are also requested to update your Bank details by writing to the Company's RTA.

10. 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.
11. The Company has fixed Thursday, 14th December, 2023 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.
12. The Company has appointed M/s AASK & Associates LLP (LLPIN: AAD-2934) to act as the Scrutinizer for conducting the e-voting process/ballot process in a fair and transparent manner.
13. 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 favour 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.
14. 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 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.
15. 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
16. 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. 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.

17. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.

18. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

19. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.newtimeinfra.in under the section "Investors" and on the website of CDSL <https://www.evotingindia.com>, immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company is listed.

20. CDSL e-Voting System – For e-voting and Joining Virtual meetings.

- a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 3/2022 dated 5th May, 2022, read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 03/2022 dated 5th May, 2022 and General Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as 'MCA Circulars') The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
- b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

- c. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- d. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.newtimeinfra.in The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
- g. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars as stated above.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE ASUNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The e-voting period begins on **18th December, 2023 (09:00 A.M. IST) and ends on 20th December, 2023 (05:00 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, 14th December, 2023** 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 at the meeting venue.
- (iii) 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.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 above said 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
Individual Shareholders Holding securities in Demat mode with CDSL Depository	<p>1) 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>2) 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>3) If the user is not registered for Easi/Easiest, option to register is</p>

	<p>available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) 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/EvotingLoginThe 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 Provider</p>
<p>Individual Shareholders holding securities in D-mat mode With NSDL Depository</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.nsdl.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 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</p>

<p>Individual Shareholders (holding Securities in demat mode) login through their Depository Participants (DP)</p>	<p>meeting.</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>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

<u>Login type</u>	<u>Helpdesk details</u>
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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 1800224430</p>

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for e-Voting and joining virtual meetings 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
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) 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.

- a. 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.
- b. 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	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• 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)	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.

5) After entering these details appropriately, click on “**SUBMIT**” tab.

6) 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.

7) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

8) Click on the EVSN for the relevant <Company Name> (in our case, select “Newtime Infrastructure Limited”) on which you choose to vote.

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.

9) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

10) 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.

11) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- 12) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 13) 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.
- 14) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- I. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- II. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- III. Shareholders who have voted through Remote e-Voting will also be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- IV. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- V. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- VI. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- VII. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- VIII. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- IX. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 toll free no. 1800225533.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013, Maharashtra or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800225533.

**By order of the Board
For Newtime Infrastructure Limited**

**Date: 25.11.2023
Place: Gurugram**

**Sd/-
Annu
Company Secretary
M. No. A72060**

EXPLANATORY STATEMENT
[PURSUANT TO SEC. 102 OF THE COMPANIES ACT, 2013]

The following statements sets out all material facts relating to the Special Business mentioned in the accompanying notice:

ITEM NO.1: TO INCREASE IN AUTHORIZED SHARE CAPITAL OF COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board after recommendation of Audit committee, at its meeting held on November 25, 2023 proposed to increase the authorized share capital of the company to infuse the funds into the company by issuing 2,06,00,000 (Two Crore and Six Lakhs) Convertible Equity Warrants of face value of Rs. 1/- each at a price of ₹ 21.78 /- (Rupees Twenty one and Seven Eight Paise only) each (including premium of Rs. 20.78/- per share) aggregating up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) to the Non promoter group/entities.

The present Authorised Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crore) comprising of 18,00,00,000 (Eighteen Crore) equity shares of Rs. 1/-(Rupee One) Each and 60,00,000 (Sixty Crore) Preference Shares of Rs. 10/-each and the Equity Paid up Share Capital of the Company is 17,03,46,000/- (Seventeen Crore Three Lakh Forty Six Thousand) equity shares of Rs. 1/-(Rupee One) Each and Paid up Share Capital of Preference Shares the Company is Rs. 5,94,50,000/- (Rupees Five Crore Ninety Four Lakh and Fifty Five Thousand) Comprising of 39,45,000 (Thirty Nine Lakh Forty Five Thousand) 10% Non-Cumulative Redeemable Preference Shares having face value of Rs. 10/-(Rupees ten only) each and the 20,00,000 (Twenty Lakh) 1% Non-Cumulative Redeemable Preference Shares having face value of Rs.10/-(Rupees ten only) each.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorized Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the resolutions set out at Item No. 1 seeking approval of the Members for increasing the Authorized Share Capital of the Company and consequential alteration to the Clause V of Memorandum of Association of the Company to be read as follow:

“V. The Authorized Share Capital of the Company is Rs. 25,20,00,000/- (Rupees Twenty Five Crore Twenty Lakhs) divided into 19,20,00,000 (Nineteen Crore and Twenty Lakhs) equity shares of Rs. 1/-(Rupee One) Each and 60,00,000 (Sixty Crore) Preference Shares of Rs. 10/-each.”

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

ITEM NO. 2: TO ISSUE OF CONVERTIBLE EQUITY WARRANTS TO CERTAIN IDENTIFIED NON-PROMOTER GROUP/ENTITIES ON PREFERENTIAL BASIS

The Explanatory Statement pursuant to Section 102 of the Companies Act, given hereunder sets out all material facts relating to the special business mentioned at the said item of the accompanying Notice. As per Section 62 of the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and

Debentures) Rules, 2014, and Chapter V of SEBI ICDR Regulations, as amended, as may be applicable, a listed issuer is permitted to make a Preferential Issue of specified securities, subject to special resolution has been passed by its Members.

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:

I.Particulars of the Preferential Issue including date of passing of Board resolution and maximum number of specified securities to be issued

The Board of Directors at its meeting held on 25th November, 2023, had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 2,06,00,000 (Two Crore and Six Lakhs) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group/entities as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of ₹ 21.78/- (Rupees Twenty one and Seven Eight Paise only) each (including premium of Rs. 20.78/- per share) aggregating up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) to the non-promoter persons/entities (as mentioned), for cash, on a preferential basis.

II.Kinds of securities offered and the price at which security is being offered

The Board of Directors at its meeting held on 25th November, 2023 had subject to the approval of the Members and such other approvals as may be required, approved the issuance of Convertible Equity Warrants up to 2,06,00,000 (Two Crore and Six Lakhs) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group persons as mentioned ("Warrant Holders"/ "Proposed Allottees") at a price of ₹ 21.78/- (Rupees Twenty one and Seven Eight Paise only) each (including premium of Rs. 20.78/- per share) aggregating up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) to the non-promoter group/entities (as mentioned), for cash, on a preferential basis.

III.Objects of the Preferential Issue and Issue Size, aggregate amount proposed to be raised

The Company needs to raise additional funds to have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital the Board of Directors of the Company proposed to raise up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) through issue of Convertible Equity Warrants on preferential basis to the below non-promoter group/entities, for cash, on a preferential basis.

The Company shall utilize the proceeds from the preferential issue of Convertible Equity Warrants to fund the capital requirement for the purpose of repayment or part pre-payment of borrowings of the Company, capital expenditures, working capital requirements and for general corporate purpose which shall enhance the business of the Company and for any other purpose as may be decided and approved by the Board.

IV. Relevant date:

The Relevant date as per the ICDR Regulations for the determination of the price per Equity Share pursuant to the preferential allotment is 21st November, 2023, ("**Relevant Date**") (i.e., 30 days prior to the date of proposed Extra-ordinary General Meeting scheduled to be held on Thursday, 21st December, 2023 to consider this Preferential Issue.

V. Basis on which the price has been arrived at and justification for the price (including premium, if any) Report of independent registered valuer:

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee, the price of ₹ 21.78/- (Rupees Twenty One and Seven Eight Paise only) of the Convertible Equity Warrants to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 22nd November, 2023 issued by Mr. Gaurang Rajesh Shah, Chartered Accountant and Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/11305 having office at 201, Neelkanth Commercial Center, Sahar Road, Vile Parle East, Mumbai – 400099), in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**").

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: www.newtimeinfra.in.

The equity shares of the Company are listed and traded on BSE and the equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations and the trading volume of the equity shares of the Company was higher on BSE during the preceding 90 trading days prior to the Relevant Date for computation of Warrant Issue Price. Therefore, the trading volume of the equity shares on BSE has been considered to determine the Warrant Issue Price.

In terms of the provisions of regulation 164(1) of SEBI ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- a) The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) The 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 161 of Chapter V of SEBI ICDR Regulations is **Rs. 21.78/-** (Rupees Two One and Seven Eight Paise only).

The Articles of Association of Company mandates for determining the issue price by the valuation report of a registered valuer. Accordingly, the Company has obtained Valuation report dated 22nd November, 2023 from Mr. Gaurang Rajesh Shah, Chartered Accountant and Independent Registered Valuer (IBBI Regd. No. IBBI/RV/06/2019/11305) having office at 201, Neelkanth Commercial Center, Sahar Road, Vile Parle East, Mumbai – 400099), in accordance with Regulation 166A of the ICDR Regulations ("**Valuation Report**"). The price determined through the valuation report is ₹ 21.78/- per Warrant. The said report is available on the website of the Company at www.newtimeinfra.in

In view of the above, the Board of the Company has fixed the Warrant Issue Price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 21.78/- (Rupees Twenty One and Seven Eight paisa only) which is above the minimum price as determined in compliance with the requirements of SEBI ICDR Regulations.

VI.Intent of the Promoters of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters as part of the Preferential Issue or separately in furtherance of the objects

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Equity Warrants on conversion proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

The above point is not applicable.

VII.The Class or Classes of Persons to whom the allotment is proposed to be made:

The entire issue is made to the following persons being non-promoter/public category persons / entities, as mentioned herein.

S.No.	Public Category Persons/Non promoter Group
1	RR Food Import LLP
2	Shree Salasar Properties & Finance Private Limited
3	Silver Stallion Limited
4	Eriska Investment Fund Limited

VIII.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

The Company has not made any preferential allotment during the current financial year 2023-24.

IX.Material term of raising equity shares:

No material terms other than stated above

X.Principle terms of assets charged as securities:

Not applicable

XI.Timeframe within which the allotment shall be completed

As required under the ICDR Regulations, the preferential issue/allotment of Warrants shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), whichever is later.

XII. Equity Shareholding Pattern before and after the Preferential Issue:

Sr. No.	Category	Pre-Issue		Post-Issue*	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A.	PROMOTER AND PROMOTER GROUP HOLDING				
	Indian				
	Individual	-	-	-	-
	Bodies Corporate	12,24,91,034	71.9072	12,24,91,034	
	Any Other	-	-		
	Sub-total	12,24,91,034	71.9072	12,24,91,034	
	Foreign Promoters	-	-	-	-
	Sub-total (A)	12,24,91,034	71.9072	12,24,91,034	64.1495
B.	PUBLIC HOLDING				
B1)	Institutions (Domestic)	-	-	-	-
B2)	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	3,00,000	0.1761	1,29,00,000	6.7558
	Foreign Portfolio Investors Category II	-	-		
B3)	Central Government/ State Government(s)/ President of India	-	-	-	
B4)	Non-Institution				
	Indian public	76,20,707	4.4737	76,20,707	3.9910
	Non Resident Indians (NRIs)	254	0.0002	254	0.0001
	Bodies Corporate	3,97,02,729	23.3071	4,77,02,729	24.9823
	Any Other (specify)				
	HUF	2,31,276	0.1358	2,31,276	0.1211
	Sub-total (B)	4,78,54,966	27.9168	6,84,54,966	35.8504
	GRAND TOTAL (A) + (B)	17,03,46,000	100.00	19,09,46,000	100.00

The pre-issue Share Holding Pattern is as per the shareholding pattern as on September 30, 2023.

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

XIII. 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 proposed allottees, pre and post preferential issue is given below:

S. No.	Proposed Allottees	Pre Issue	Pre Issue	No. of warrants to be allotted (fresh Allotment)	Post-Issue	Post-Issue
		Shareholding	Shareholding (%)		Shareholding	Shareholding (%)
A	Non-Promoter Group					
B	Public shareholders					
1	RR Food Import LLP	58,000	0.0340%	30,00,000	30,58,000	1.6014%
2	Shree Salasar Properties & Finance Private Limited	-	-	50,00,000	50,00,000	2.6185%
3	Silver Stallion Limited	-	-	56,00,000	56,00,000	2.9327%
4	Eriska Investment Fund Limited	-	-	70,00,000	70,00,000	3.6659%

***Remark**-Pre issue holding of proposed warrant holders/allottees is taken as on 24th November, 2023.

S.No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee	Change in control, if any
1	RR Food Import LLP	Partners: Mr Rachit Podar Ms Manju Podar	No
2	Shree Salasar Properties & Finance Private Limited	Mr. Pradeep Kumar Saraogi Mr. Shyam Saraogi Ms. Sushila Saraogi Ms. Ranjana Saraogi Ms. Priyanka Saraogi	No
3	Silver Stallion Limited	Mr. Amul Mahendra Shah Ms. Bharti Amul Shah	No
4	Eriska Investment Fund Ltd	Dertona Holdings Ltd as represented by: Mr. Markus Beat Dangel	No

Notes: The post issue shareholding is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.
The pre-issue shareholding pattern is as on September 30, 2023.

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

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

XV. Current and proposed status of the Proposed Allottees post the preferential issue viz. 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 Proposed Allottee	Current status	Proposed status
1.	RR Food Import LLP	Non-Promoter	Public
2.	Shree Salasar Properties & Finance Private Limited	Non-Promoter	Public
3.	Silver Stallion Limited	Non-Promoter	Public
4.	Eriska Investment Fund Limited	Non-Promoter	Public

XVI. Undertaking as to re-computation of price and lock-in of specified securities

1. The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of the ICDR Regulations or any other applicable laws, where it is required to do so.
2. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked- in till the time such amount is paid by the Warrant holder.

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

Not Applicable

XVIII. Lock-in period:

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the

Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

XIX.Listing

The Company will make an application to BSE Limited at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

Such Equity Shares, once allotted, shall rank pari passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

XX.SEBI Takeover code:

Not Applicable

XXI.Practicing Company Secretary Certificate:

A certificate from M/s AASK & Associates LLP (LLPIN: AAD-2934) certifying that the preferential issue of Warrants 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.

XXII.Other disclosures/undertaking

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations
- ii. The Company its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful 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.
- iii. None of its directors or promoters are fugitive economic offenders or fraudulent borrowers as defined under the ICDR Regulations.
- iv. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- v. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN 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;
- vi. 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;

- vii. The Company is in compliance with the conditions for continuous listing;
- viii. The Proposed Allottees and the promoter and promoter group has not sold any equity shares during 90 trading days preceding the Relevant Date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.
- xi. All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- xii. 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.

Date: 25.11.2023

Place: Gurugram

**By order of the Board
For Newtime Infrastructure Limited**

**Sd/-
Annu
Company Secretary
M. No. A72060**