



Regd. Office : Lotus Green City, Sector 23 & 24 Bhiwadi, Alwar Bypass,
75 Mtr. Road, Dharuhera Rewari, Haryana-123401 , Tel.: 91-7419885077
E-mail : newtimeinfra2010@gmail.com, Website : www.newtimeinfra.in
CIN : L24239HR1984PLC040797

Ref No.: NIL/BSE/07/2023-24

Date: 31/05/2023

To,
The Manager
BSE Limited,
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

BSE SECURITY CODE: 531959

Subject: Annual Secretarial Compliance Report for the Financial Year 2022-23

Dear Sir/Madam,

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, read with SEBI Circular No CIR/CFD/CMD/27/2019 dated February 08, 2019, Please find enclosed herewith the Annual Secretarial Compliance Report issued by *M/s S. Khurana & Associates, Company Secretaries, for the financial year ended 31st March, 2023.*

You are requested to take note of the same and oblige.

Thanking You,

For Newtime Infrastructure Limited

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Digitally signed
by RAJ SINGH
POONIA
Date: 2023.05.31
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**Raj Singh Poonia
(CFO & Director)
DIN: 09615705
H No. 13, Shanti Nagar Model Town,
Panipat Haryana -132103**

S. Khurana & Associates

Company Secretaries

SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023
[Report pursuant to Regulation 24A of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Newtime Infrastructure Limited
CIN: L24239HR1984PLC040797
Lotus Green City, Sector – 23 & 24,
Bhiwadi Alwar Bypass, 75 Mtr. Road
Dharuhera, Rewari – 123401, Haryana

I, **Sachin Khurana**, Practicing Company Secretaries, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Newtime Infrastructure Limited**, (hereinafter referred as 'the listed entity'), having its Registered Office situated at Lotus Green City, Sector – 23 & 24, Bhiwadi Alwar Bypass, 75 Mtr. Road, Dharuhera, Rewari – 123401, Haryana. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2023**, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

I, **Sachin Khurana**, Practicing Companies Secretaries, have examined:

- all the documents and records made available to us and explanation provided by the listed entity,
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations, 2015”);
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not applicable as the listed entity has not issued any further share capital during the review period]**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **[Not applicable as the listed entity has not bought back/propose to buy-back any of its securities during the Review Period];**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **[Not applicable as the Company has not offered any shares or granted any options pursuant to any employee benefit scheme during the Review Period];**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **[Not applicable as the listed entity has not issued any Non-Convertible Securities during the Review Period];**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- h) Regulations and Bye-laws framed under the Depositories Act, 1996 to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

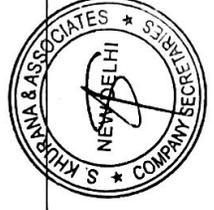
and circulars/guidelines issued thereunder.



and based on the above examination, we hereby report that, during the Review Period:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory /Clarification/ Fine/ Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Financial Results	Reg. 33(3)	Delayed Submission by 17 days	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the quarter ended June 30, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-
2	Financial Results	Reg. 33(3)	Delayed Submission by 1day	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the quarter ended September 30, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-

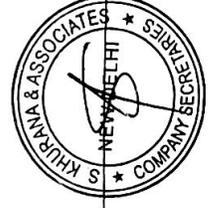


3	Financial Results	Reg. 33(3)	Delayed Submission by 8 days	BSE	Fine	Delayed submission for the quarter ended December 31, 2022	Rs 47,200	BSE imposed fine for delayed submission, which was paid by the listed entity.	The company has paid the fine imposed by the SEBI.	-
4	Financial Results	Reg. 33(3)	Delayed Submission by 1 day	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the quarter ended March 31, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	There was an inadvertent delay in submitting the financial results due to non-receipt of the financial results on time.	-
5	Compliance to the Certificate duly signed by both the Compliance Officer and the Authorised Representative of RTA	Reg. 7(3)	Delayed submission by 17 days	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the financial year ended March 31, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	The delay was inadvertent and shall be taken care for further compliances.	-
6	Compliance Certificate from PCS	Reg. 40(9)	Delayed submission by 17 days	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the financial year ended March 31, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	The delay was inadvertent and shall be taken care for further compliances.	-

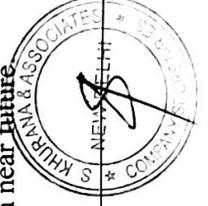


(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action (Advisory /Clarification/ Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Financial Results for the quarter ended June 30, 2021	Reg. - 33	Delayed Submission	BSE	Email dated August 21, 2021 to upload the financial results in PDF as well as XBRL format	Delayed submission of financial results for the quarter ended June 30, 2021	NIL	As confirmed by the Listed entity, listed entity was having suspended status on stock exchange, hence no notice was received by the listed entity for the said non compliance	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-
2	Financial Results for the quarter ended September 30, 2021	Reg. - 33	Delayed Submission	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Delayed submission of financial results for the quarter ended September 30, 2021. The listed entity has filed the financial results on November 16, 2021.	NIL	As confirmed by the Listed entity, listed entity was having suspended status on stock exchange, hence no notice was received by the listed entity for the said non compliance	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-

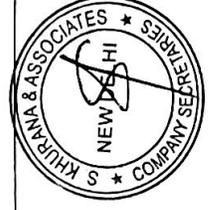


3	Disclosure of related party transaction on a consolidated basis for every half-year	Reg. - 23(9)	Disclosure not made	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Disclosure for the period April 01, 2021 to September 30, 2021 not found on stock exchange website	NIL	As confirmed by the Listed entity, having suspended status on stock exchange, hence no notice was received by the listed entity for the said non compliance	During the period there was no such transactions.	-
4	Annual Financial Results	Reg. 33(3)(d)	Delayed submission	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Company has submitted the financial results on September 01, 2021 as per the exchange time	NIL	As confirmed by the Listed entity, having suspended status on stock exchange, hence no notice was received by the listed entity for the said non compliance	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-
5	Fees and other charges- Failure to pay the arrears of Annual Listing Fees	Reg. 14	Default in making timely payment	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Listed entity has delayed the payment of Annual Listing Fee along with the arrear in interest because of which the listed entity was suspended and did not receive any notice against such defaults.	NIL	Listed entity has been suspended on BSE for trading in securities further resulting in freezing of demat account of promoters and promoters' group	Payment of outstanding Annual Listing Fees was made. Further, the delay was inadvertent and shall be taken care in near future	-



6	Disclosure of material events	Reg. 30(2)	Delayed Disclosure	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Delay in reporting of appointment of Mr. Dheeraj Goel as an Additional Director	NIL	Disclosure was required to be made not later than 24 hours from event, however, disclosure was made after 24 hours.	The delay was inadvertent and shall be taken care in near future.	-
7	Disclosure of material events	Reg. 30(2)	Delayed Disclosure	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Delay in reporting of appointment of Atul Sharma as Company Secretary and Compliance Officer.	NA	Disclosure was required to be made not later than 24 hours from event, however, disclosure was made after 24 hours.	The delay was inadvertent and shall be taken care in near future.	-
8	Disclosure of material events	Reg. 30(2)	Delayed Disclosure	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period.	Delay in reporting of Resignation of Mr. Sanjay Tiku as Independent Director.	NA	Disclosure was required to be made not later than 24 hours from event, however, disclosure was made after 24 hours.	The delay was inadvertent and shall be taken care in near future.	

9	Declaration of Financial Results on Standalone and Consolidated basis	Reg. 47	Newspaper publication for Quarter ended June 2021 not made	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	No publication was for the financial results for June 2021 quarter approved in the Board Meeting held on September 15, 2021.	NIL	Listed entity has not published the results in the newspaper.	The delay was inadvertent and shall be taken care in near future.
10	Compliance Certificate	Reg. 74(5) of SEBI (DP) Regulations, 2018:	Delayed Submission	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Listed entity has submitted the Compliance Certificate for Quarter ended June 2021 on July 20, 2021	NIL	Compliance was required to be made within 15 days	The delay was inadvertent and shall be taken care in near future.
11	Compliance Certificate	Reg. 74(5) of SEBI (DP) Regulations, 2018:	Delayed Submission	BSE	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	Listed entity has submitted the Compliance Certificate for Quarter ended December 2021 on January 18, 2021.	NIL	Compliance was required to be made within 15 days	The delay was inadvertent and shall be taken care in near future.



I. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	YES	The Auditor has resigned w.e.f July 30, 2022 since the existing audit fee was not commercially viable for the auditors due to enhanced reporting requirements. Further, the auditor has issued Auditor's Report dated June 01, 2022 on the listed entity's standalone and consolidated financial statements and financial results for the year ended March 31, 2022.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	Auditor has resigned within 45 days.
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	The Auditor has resigned w.e.f July 30, 2022. Further, the auditor has issued Auditor's Report dated June 01, 2022 on the listed entity's standalone and consolidated financial statements and financial results for the year ended March 31, 2022.
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as	NA	As confirmed by the management and information obtained by the listed entity, from the auditor, upon



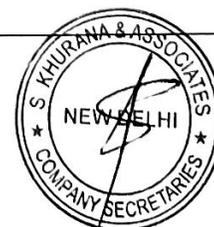
<p>non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>		<p>resignation, no concern was reported by the Auditor.</p>
<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p>	<p>NA</p>	<p>Resignation was because the audit assignment was commercially not viable for the auditor due to enhanced reporting requirements.</p>
<p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p>	<p>NA</p>	<p>No Concern has been raised by the Auditor prior to its resignation</p>
<p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material</p>	<p>NA</p>	<p>Auditor has not raised any concern about non-receipt of information</p>



	subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	YES	-

II. We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	NO	The Company is advised to follow Secretarial Standards in stricter manner.
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>The listed entity is maintaining a functional website and as confirmed by the management, information under separate section was disseminated within time.</p>
4.	<p><u>Disqualification of Director(s):</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	<p>-</p>
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>NA</p> <p>NA</p>	<p>-</p> <p>-</p>
6.	<p><u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>-</p>
7.	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI LODR Regulations 2015.</p>	<p>Yes</p>	<p>-</p>



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For S. Khurana & Associates

Company Secretaries

FRN: I2014DE1158200

Peer Review No. 804/2020



Sachin Khurana

Proprietor

M. No.: F10098; CP No.:13212

Place: New Delhi

Date: May 30, 2023

UDIN: 0F10098E000432520