



### NOTICE

**NOTICE** is hereby given that the **34<sup>th</sup> Annual General Meeting** of the members of **Newtime Infrastructure Limited** will be held on **Friday, 28th day of September, 2018 at 02:00 P.M.** at at Village - Narsinghpur, Mohhamadpur, Old Manesar Road, Gurgaon, Haryana – 122004 to transact the following businesses:

#### **ORDINARY BUSINESS:-**

- 1. To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2018, the reports of the board of directors and auditors thereon and in this regard, pass the following resolution(s) as an ordinary resolution(s):**

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and
- b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.

- 2. To appoint a director in place of Mr. Amman kumar (DIN:03456445) who retires by rotation and being eligible has offered himself for re-appointment**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Amman Kumar (DIN: 03456445) who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. To re-appoint statutory auditors for a period of five years and to fix their remuneration**

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

“**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment or amendment(s) thereof, for the time being in force), the approval of members be and is hereby given to re-appoint **M/s Gurvir Makkar & Co, Chartered Accountants (Firm Regd. No. 014293N), New Delhi**, as Statutory Auditors of the Company to hold office for a term of five years from the conclusion of this 34<sup>th</sup> Annual General Meeting till the conclusion of 39<sup>th</sup> Annual General Meeting to be held in the year 2023, at such remuneration and out of pocket expenses, as may be decided between the auditors and the Board of Directors of the Company .”

#### **SPECIAL BUSINESS:**

- 4. Shifting of Registered Office of the Company within the State and Outside the Local Limits of City**

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

**RESOLVED THAT** pursuant to the provisions of Section 12(5) of the Companies Act, 2013 and any other provisions applicable, if any, of the Companies Act, 2013, the approval of Members be and is hereby given to Shift the Registered Office of the Company from its present location at Lotus Plaza, 732/1, Sector 14, Old MG Road, Gurgaon, Haryana-122001 to Lotus Green City, Sector 23 & 24, Bhiwadi, Alwar bypass 75 Mtr Road, Dharuhera, Distt.- Rewari, Haryana-12340, outside the local limits of the City.

**RESOLVED FURTHER THAT** there is no change in the jurisdiction of the Registrar of Companies and State.

**RESOLVED FURTHER THAT** any Director or Key Managerial Personal of the Company be and are hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, the required e-form/s, and any other statutory body or if required verification of the situation of the registered office of the company.”

**5. To appoint Mr. Pankaj Kumar Gupta (DIN: 06642031) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactment thereof for the time being in force) and Regulation 16 (1) (b) and Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pankaj Kumar Gupta (DIN: 06642031), who was appointed as an Additional Independent Director (Non-Executive) of the Company by the Board of Director with effect from August 08, 2018 and has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and a notice in writing received under Section 160 of the Act, thereafter, the approval of members be and is hereby given for the appointment of Mr. Pankaj Kumar Gupta (DIN: 06642031) as an Independent Director of the Company to hold office for a term of 5 (five) with effect from August 08, 2018 to August 07, 2023 consecutive years, and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Board of directors be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deeds / documents/ undertakings/agreements/papers/writings as may be required in this regard and to delegate all or any of these powers to any director(s) or officer(s) of the Company”

**6. Regularization of Mr. Mahesh Chand Agrawal (DIN: 07554315) as Director (Non-Executive) of the Company**

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



**“RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactment thereof for the time being in force), the approval of Shareholder of the Company be and is hereby given to appoint **Mr. Mahesh Chand Agarwal (DIN: 07554315)** as Non-Executive Director of the Company with effect from this 34<sup>th</sup> Annual General Meeting i.e September 28, 2018, who was appointed by the Board of Directors of the Company as an additional director with effect from August 08, 2018, and a notice in writing received under Section 160 of the Act and whose office shall be liable to retire by rotation.”

**7. To appoint Ms. Anuradha kapur (DIN: 01646928) as Independent Director of the company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendments(s) or re-enactment thereof for the time being in force) and Regulation 16 (1) (b) and Regulation 17 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Anuradha Kapoor (DIN: 01646928), who was appointed as an Additional Director of the Company by the Board of Director and has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act, and a notice in writing received under Section 160 of the Act, the approval of members be and is hereby given for the appointment of Ms. Anuradha Kapoor (DIN: 01646928) as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years up to September 27, 2023, and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** Board of directors be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deeds / documents/ undertakings/agreements/papers/writings as may be required in this regard and to delegate all or any of these powers to any director(s) or officer(s) of the Company”

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

**Place : Gurgaon, Haryana**  
**Dated : 10.08.2018**

**Sanjay Tiku**  
**Chairman**  
**DIN: 00300566**

## NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith
2. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
5. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e **from September 22, 2018 to September 28, 2018 (both days inclusive)**.
9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **September 21, 2018, being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date.



10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited.
11. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited.
12. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited.
13. Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
14. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization on or before December 05, 2018.
15. In accordance with the Companies Act, 2013 read with the Rules and in support of the '**Green Initiative in Corporate Governance**' the notice of the meeting along with explanatory statement is sent by electronic mode to those members whose shareholding is in dematerialized format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with M/s Beetal Financial & Computer Services Private Limited, the Company's Registrars and Share Transfer Agents. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
16. The Company has appointed M/s S. Khurana & Associates, Practicing Company Secretary (Membership Number-35297) to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.
17. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged



during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.

18. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided in this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder.
19. Pursuant to the provision of Section 139 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and vide notification dated May 7, 2018, the Companies Act, 2013 get amended by Companies (Amendment) Act, 2017 and the Ministry of Corporate Affairs via this amendment has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting.
20. The Route Map to the AGM Venue is provided as a part of this Notice as required under Secretarial Standards.
21. The Notice of the Annual General Meeting is also uploaded on the website of the Company ([www.newtimeinfra.in](http://www.newtimeinfra.in)). The Notice of Annual General Meeting is being sent to all the members whose names appear in the Register of Members as on August 17<sup>th</sup>, 2018.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.
23. In case of any queries, members may write to [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com) to receive an email response.
24. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences on Tuesday, September 25, 2018 (9:00 a.m. IST) and ends on Thursday, September 27, 2018 (5:00 p.m. IST). During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. September 22, 2018 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e September 22, 2018. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.



25. **Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

### **THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:**

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The voting period begins on Tuesday, 25.09.2018 (from 09:00 A.M IST) and will end on Thursday, 27.09.2018 at (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

1. **The e-voting facility will be available at the link [www.evotingindia.com](http://www.evotingindia.com) during the voting period.**
2. **The Procedure and instructions of e-voting are as follows:-**
  - A. **In case of Members receiving e-mail (for members whose email address are registered with the Company/Registrars**
    - i) The Shareholders should log on the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
    - ii) Click on Shareholders.
    - iii) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

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

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.





- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of **Newtime Infrastructure Limited** on which you choose to vote.
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non – Individual Shareholders and Custodians:-
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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



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

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

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#### **Item No. 04: Shifting of Registered Office of the Company within the State and Outside the Local Limits of City**

The Members of the Company are hereby inform that the Company desires to change the registered office of the Company for the purpose of operational convenience, betterment and development of the business of the company and such change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience. The Company had proposed to change the registered office of the Company from its present address at Lotus Plaza, 732/1, Sector 14, OLD MG Road, Gurgaon, Haryana-122001 to Lotus Green City, Sector-23 & 24, Bhiwadi, Alwar bypass 75 Mtr Road, Dharuhera, Distt.-Rewari, Haryana-123401 which is outside the local limits of the city where the registered office of the company is currently situated but within the jurisdiction of Registrar of Companies of NCT of Delhi and Haryana.

The Shifting of Registered office is governed by the provision of Section 12(5) of the Companies Act, 2013, which has stipulated to passed the Special Resolution by the Company for shifting of Registered office of the Company outside the local limit of the City from Lotus Plaza, 732/1, Sector 14, OLD MG Road, Gurgaon, Haryana-122001 to Lotus Green City, Sector-23 & 24, Bhiwadi, Alwar bypass 75 Mtr Road, Dharuhera, Distt.-Rewari, Haryana-123401. Therefore, the approval of Regional Director is *not required*, as there is no change in the jurisdiction of the Registrar of Companies.

None of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Special Resolution as set out at item no.4 of this notice for approval of the members of the Company.

#### **Item No. 05: To appoint Mr. Pankaj Kumar Gupta (DIN: 06642031) as an Independent Director of the Company**

The Members of the Company are hereby informed that the Board of Directors of the Company in its meeting held on August 08, 2018 has appointed Mr. Pankaj Kumar Gupta (DIN: 06642031) on the Board as an additional Independent director of the company pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, stipulates the criteria of independence should a Company propose to appoint an Independent Director on its Board. As per the

said Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

Accordingly, it is proposed to appoint Mr. Pankaj Kumar Gupta as independent Directors under Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years up to August 07, 2023.

Your Company has received a notice along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Mr. Pankaj Kumar Gupta as a Independent Director of the Company. The Company has also received a declaration from Mr. Pankaj Kumar Gupta confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013

Brief resume and disclosure of information of Mr. Pankaj Kumar Gupta and nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standard – 2 on General Meetings issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government are given in the Annexure to the Notice.

None of the Directors or the Key Managerial Personnel of the Company except Mr. Pankaj Kumar Gupta, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no.5 of this notice for approval of the members of the Company.

**Item No. 06: Regularization of Mr. Mahesh Chand Agrawal (DIN: 07554315) as Director (Non-Executive) of the Company**

The Members of the Company are hereby informed that Mr. Mahesh Chand Agrawal (DIN: 07554315) was appointed as Additional Director (Non-Executive) on the Board of Directors with effect from August 08, 2018 pursuant to provision of section 161(1) of the Companies Act, 2013 and other applicable provision, if any, of the Companies Act, 2013 and who shall liable to hold the office up to the date of the this Annual General Meeting of the Company.

The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013.



Your Company has received a notice along with the requisite deposit pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a Member signifying his intention to propose the appointment of Mr. Mahesh Chand Agrawal as a Director of the Company.

The Board of the Directors considers that continuance of Mr. Mahesh Chand Agrawal as Non Executive Director on the Board will be beneficial to the Company and recommends the resolution set out under Item No. 6 for approval of the members.

Except Mr. Mahesh Chand Agrawal, none of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 06 of this notice for approval of the members of the Company.

### **Item No. 07: To appoint Ms. Anuradha kapur (DIN: 01646928) as Independent Director of the company**

Members of the Company are hereby informed that the Board of Directors of the Company have appointed Ms. Anuradha Kapoor (DIN: 01646928), on the Board of the Company as an additional director and as independent director pursuant to section 161 and 149 and all other applicable provisions of the Companies Act, 2013, on the recommendation and remuneration Committee.

In terms of Section 161 and other applicable provisions of the Companies Act, 2013, Ms. Anuradha Kapoor, Additional Director, is proposed to be appointed as Independent Director of the Company at ensuing Annual General Meeting scheduled to be held on September 28, 2018 as authorized by the Board.

Your Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) from a Member signifying his intention to propose the appointment of Ms. Anuradha Kapoor as a Director of the Company. The Company has also received a declaration from Ms. Anuradha Kapoor confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration in prescribed Form DIR-8 stating that he is eligible for appointment as a director of the Company and has not been disqualified pursuant to the provision of Section 164(2) of the Companies Act, 2013

The Company has received consent from Ms. Anuradha Kapoor to act as Director of the Company in Form DIR-2, pursuant to Section 152(2) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and will obtain a declaration confirming independence under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Ms. Anuradha Kapoor (DIN: 01646928) fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations.

Except Ms. Anuradha Kapoor, none of the Directors or the Key Managerial Personnel of the Company, including their relatives, is in anyway, concerned or interested, financially or otherwise, in the said resolution.





## **Newtime Infrastructure Limited**

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Your directors therefore, recommended the passing of the resolution proposed at the Agenda No. 07 of the Notice.

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

**Place : Gurgaon, Haryana**  
**Dated : 10.08.2018**

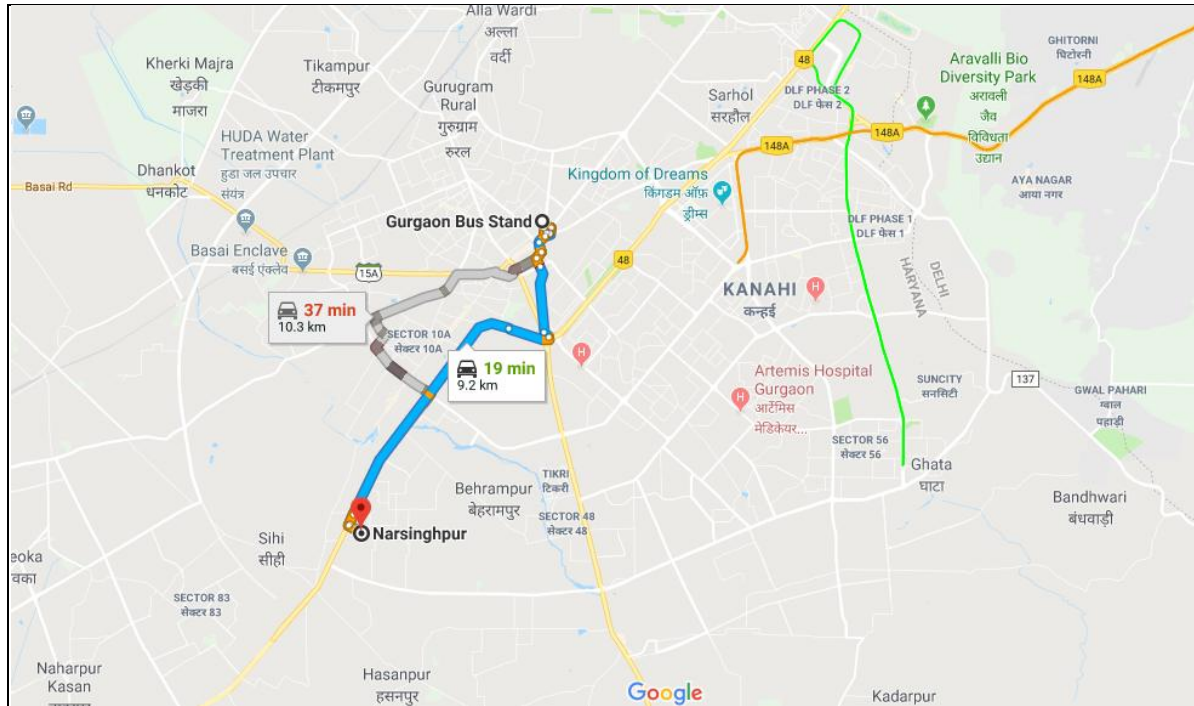
**Sanjay Tiku**  
**Chairman**  
**DIN: 00300566**

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

<b>Name of Director</b>	<b>Amman Kumar</b>	<b>Pankaj Kumar Gupta</b>	<b>Mahesh Chand Agrawal</b>	<b>Anuradha Kapoor</b>
<b>DIN (Directors Identification Number)</b>	03456445	06642031	07554315	01646928
<b>Date of Birth</b>	22 <sup>nd</sup> June, 1979	28 <sup>th</sup> May, 1969	19 <sup>th</sup> July, 1959	24 <sup>th</sup> April, 1963
<b>Age</b>	39 Years	49 Year	59 Years	55 Years
<b>Experience</b>	16 Year	25 Years	24Years	25 Year
<b>Qualification</b>	MBA	Engineer (Projects)	M.Com and MSW (Master of Social Work)	Masters in Arts
<b>Expertise</b>	Banking Consultancy and Manufacturing Sector	Projects and Operations	Human Resource Development	Administration and Real Estate
<b>Date of Appointment</b>	26 <sup>th</sup> December, 2014	August 08, 2018	August 08, 2018	September 14, 2017
<b>No of Directorship in Listed entities</b>	Two	Nil	Nil	Six
<b>Relationship with other Directors, Managers and KMPs</b>	No Relationship	No Relationship	No Relationship	No Relationship
<b>Terms &amp; Conditions of Appointment</b>	Appointed as Non-Executive Director of the Company and liable to retire by rotation	Appointed as Non-Executive Director of the Company and liable to retire by rotation	Appointed as Independent Director of the Company for a period of Five Year and not liable to retire by rotation	Appointed as Independent Director of the Company for a period of Five Year and not liable to retire by rotation
<b>Remuneration last drawn</b>	Nil	Nil	Nil	Nil
<b>Shareholding in the Company</b>	Nil	Nil	Nil	Nil

## Route Map to the Venue of 34<sup>th</sup> AGM of Newtime Infrastructure Limited

**Address:** Village - Narsinghpur, Mohhamadpur, Old Manesar Road, Gurgaon, Haryana -122004





**NEWTIME INFRASTRUCTURE LIMITED**

**CIN: L24239HR1984PLC040797**

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

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

**FORM NO. MGT-11**

**PROXY FORM**

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

<b>CIN:</b>	L24239HR1984PLC040797
<b>Name of the company</b>	Newtime Infrastructure Limited
<b>Registered Office:</b>	Lotus Plaza, 732/1, Sector -14, Old M.G. Road, Gurgaon, Haryana-122 001

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

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

1. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
2. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her
3. Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on Friday, 28th day of September, 2018 at 02:00 P.M. at Village - Narsinghpur, Mohhamadpur, Old Manesar Road, Gurgaon, Haryana – 122004 and at any adjournment thereof in respect of such resolutions as are indicated below:



Res No.	Resolutions	Vote ( optional, see the note )	
		For	Against
<b>Ordinary Business</b>			
1.	<p><b>To receive, consider and adopt the audited financial statements of the company for the financial year ended on March 31, 2018, the reports of the board of directors and auditors thereon and in this regard, pass the following resolution(s) as an ordinary resolution(s):</b></p> <p>a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon; and</p> <p>b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Report of the Auditors thereon.</p>		
2.	To appoint a director in place of Mr. Amman kumar (DIN:03456445) who retires by rotation and being eligible has offered himself for re-appointment		
3.	To re-appoint statutory auditors for a period of five years and to fix their remuneration		
<b>Special Business</b>			
4.	Shifting of Registered Office of the Company within the State and Outside the Local Limits of City		
5.	To appoint Mr. Pankaj Kumar Gupta (DIN: 06642031) as an Independent Director of the Company		
6.	Regularization of Mr. Mahesh Chand Agrawal (DIN: 07554315) as Director (Non-Executive) of the Company		
7.	To appoint Ms. Anuradha kapur (DIN: 01646928) as Independent Director of the company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ of 2018.

Signature of the Shareholder: \_\_\_\_\_  
 Signature of the Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp of Rs. 1/-
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**Note:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.**





**NEWTIME INFRASTRUCTURE LIMITED**

**CIN: L24239HR1984PLC040797**

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

**Phone: +91-11-23752586, E-mail: [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com); Website: [www.newtimeinfra.in](http://www.newtimeinfra.in)**

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

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company being held on Friday, 28th day of September, 2018 at 02:00 P.M. at Village - Narsinghpur, Mohhamadpur, Old Manesar Road, Gurgaon, Haryana – 122004 .

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

and Joint Holder(s) 2. Mr./Ms. \_\_\_\_\_

(in block letters) 3. Mr./Ms. \_\_\_\_\_

2. Address

: \_\_\_\_\_  
\_\_\_\_\_

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

\_\_\_\_\_

4. Name of Proxy : Mr./Ms. \_\_\_\_\_

- 1.
- 2.
- 3.

\_\_\_\_\_  
Signature of the Proxy

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

**Notes:**

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