



(Formerly Intra Infotech Limited)

Regd. Office : Lotus Plaza, 732/1, Sector - 14, Old MG Road,
Gurgaon-122001, Haryana INDIA, Tel. : 0124-4038344

Email id : newtimeinfra2010@gmail.com, Website : newtimeinfra.in

CIN : L24239HR1984PLC040797

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE COMPANY

The Thirty First Annual General Meeting (AGM) of the Company was held on Monday, the 21st Day of December, 2015 at the Registered Office of the Company at Lotus Plaza, 732/1, Sector-14, Old M.G. Road, Gurgaon, Haryana – 122 001 at 10:00 A.M.

The meeting was attended by the following:-

Mr. Kattasserry Thomas James, Director
Mr. Amman Kumar, Director
Mr. Sachin Khurana - Scrutinizer

Members personally present.....15
Members present by proxy.....Nil

Members voted at the AGM.....13
Members voted through remote e-voting.....08

1. Mr. K.T. James, Chairman, took the chair.
2. The Chairman ascertained the Quorum of the meeting. After ascertaining the requisite Quorum, he called the meeting in order.
3. The Notice Convening the Annual General Meeting together with Directors' Report was taken as read with the consent of the members. The Chairman informed that there were no qualifications, reservations or adverse remarks in the Auditor's Report.
4. The Statutory Registers, Proxy Register and inspection documents were available during the meeting for inspection of the Members.
5. The Chairman then informed that as per the applicable provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had provided e-voting facility to the members entitled to cast their vote on the agenda items from December 18, 2015 (9:00 a.m.) to December 20, 2015 (5:00 p.m.). The Chairman drew the attention of the members at regarding the resolutions on which voting is to be held, members who were present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Ballot Paper, which were distributed to the members present at the meeting.
6. Mr. Sachin Khurana, the Scrutinizer, thereafter conducted the Ballot Paper voting process. The details of voting (Ballot Paper and remote e-voting) for the agenda items as submitted by the Scrutinizer's Report has been summarized as under:

ORDINARY BUSINESS

RESOLUTION NO. 1: To receive, consider and adopt: (Ordinary Resolution)

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended June 30, 2015 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 June 30, 2015 and the Report of the Auditors thereon.

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 1 was passed with requisite majority.

RESOLUTION NO. 2: To appoint a Director in place of Mr. Kattasserry Thomas James (DIN: 00143394) who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 2 was passed with requisite majority.

RESOLUTION NO. 3: To ratify the appointment of Statutory Auditors. (Ordinary Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 3 was passed with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 4: To appoint Ms. Ankita Wadhawan as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 4 was passed with requisite majority.

RESOLUTION NO. 5: To increase the authorized share capital of the Company. (Ordinary Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 5 was passed with requisite majority.

RESOLUTION NO. 6: To alter the capital clause of the Memorandum of Association of the Company. (Ordinary Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 6 was passed with requisite majority.

RESOLUTION NO. 7: To approve the issue of Non-Cumulative Redeemable Preference shares on private placement basis. (Special Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 7 was passed with requisite majority.

RESOLUTION NO. 8: To alter the Memorandum of Association of the Company. (Special Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 8 was passed with requisite majority.

RESOLUTION NO. 9: To alter the Articles of Association of the Company. (Special Resolution)

Particulars	Number of Valid			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	13	8	21	309	139304688	139304997	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	13	8	21	309	139304688	139304997	100%

Accordingly, the resolution no. 9 was passed with requisite majority.

10. There being no business to transact, the meeting concluded with a vote of thanks to the Chair.

For NEWTIME INFRASTRUCTURE LIMITED

Chairman

S. Khurana & Associates

Company Secretaries

Email: sachinkhuranacs@gmail.com

(M): 9540407575, 9711970159

SCRUTINIZER'S REPORT

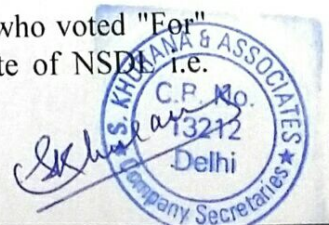
To,
The Chairman,
NEWTIME INFRASTRUCTURE LIMITED,
Lotus Plaza, 732/1
Sector-14, Old M.G. Road
Gurgaon, Haryana – 122001

Subject: Scrutinizer's Report on voting at AGM (remote e-voting and poll) pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Sachin Khurana**, Company Secretary in Whole time Practice, was appointed as a Scrutinizer by the Board of Directors of M/s Newtime Infrastructure Limited at its meeting held on August 25, 2015, for the purpose of:

- i) Scutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and
 - ii) Poll through ballot papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice of the AGM of the shareholders of the Company held on December 21, 2015 at the Registered Office of the Company.
1. The Company had appointed National Securities Depository Limited (NSDL) to provide the facility of remote e-voting with respect to voting by electronic means for the AGM.
 2. As per the said rules, the Company had mentioned in the Notice that the remote e-voting period will commence on Friday, December 18, 2015 (9:00 a.m.) and will end on Sunday, December 20, 2015 (5:00 p.m.).
 3. The shareholders holding shares as on "cut off" date i.e. December 14, 2015 were entitled to vote on the proposed resolutions.
 4. After the time fixed for closing of the poll by the Chaiman, ballot boxes kept for polling were locked in our presence.
 5. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.
 6. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of NSDL i.e. <https://www.evoting.nsdl.com/>.



Summary of the votes is given below:-

RESOLUTION NO.1: To receive, consider and adopt:

- The Audited Standalone Financial Statements of the Company for the Financial Year ended June 30, 2015 and the Reports of the Board of Directors and the Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the Financial Year ended June 30, 2015 and the Report of the Auditors thereon.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.2: To appoint a Director in place of Mr. Kattasserry Thomas James (DIN: 00143394) who retires by rotation and being eligible, offers himself for re-appointment.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.3: To ratify the appointment of Statutory Auditors.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.4: To appoint Ms. Ankita Wadhawan as an Independent Director of the Company.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:	
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.5: To increase the authorized share capital of the Company.

(i) Votes in favour of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes against the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.6: To alter the capital clause of the Memorandum of Association of the Company.

(i) Votes in favour of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes against the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.7: To approve the issue of Non-Cumulative Redeemable Preference shares on private placement basis.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.8: To alter the Memorandum of Association of the Company.

Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(i) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(ii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.9: To alter the Articles of Association of the Company.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	8	139304688	99.9998
Poll	13	309	0.0002
TOTAL	21	139304997	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

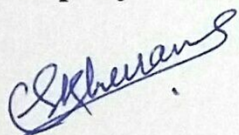
All the aforesaid resolutions were passed with requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you

Yours faithfully,

For S. Khurana & Associates
Company Secretaries



Sachin Khurana
Proprietor

Membership No.: A35297

Place: New Delhi

Dated: December 23, 2015

