NEWTIME INFRASTRUCTURE LIMITED



NEWTIME INFRASTRUCTURE LIMITED

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

Date: 31/05/2023

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

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

RAJ SINGH POONIA POONIA Date: 2023.05.31 11:19:42 + 05'30'

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, a)
- the filings/submissions made by the listed entity to the stock exchanges, b)
- website of the listed entity, c)
- any other document/filing, as may be relevant, which has been relied upon to make this report, d)

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, a) 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:

(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: Ι.

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	Deminance	Regulation/ Deviations Action	Deviations		I ype of Action	Type of Action Details of Violation	Fine	UDServations/	Desnonse	
		Circular		taken by	(Advisory		Amount		acinadeau	
	(Regulations/	N0.			/Clarification/			Practicing Company		
	Circulars/				Fine/			Secretary		
	guideline				Show Cause					
	including specific				Notice/Warning,					
	clause)		,		etc.)					
-	Financial Results	Reg. 33(3)	Delayed	BSE	No action has	Delayed submission	NIL	As confirmed by the There	There was an	1
			Submission		been taken since	for the quarter ended		management, no action	inadvertently delay	
			by 17 days	_	the listed entity	June 30, 2022		was taken as the listed	in submitting the	
			8		was suspended			entity was suspended on	financial results due	
					during the non-			stock exchange.	to non-receipt of the	
					compliance				financial results on	
					period				time.	
2	Financial Results	Reg. 33(3)	Delayed	BSE	No action has	Delayed submission	NIL	As confirmed by the	There was an	ı
I)	Submission		been taken since	for the quarter ended		management, no action inadvertently delay	inadvertently delay	
			by 1day		the listed entity	September 30, 2022		was taken as the listed	in submitting the	
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The company has paid the fine imposed by the SEBI.	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	The delay was inadvertent and shall be taken care for further compliances.	The delay was inadvertent and shall be taken care for further compliances.
BSE imposed fine for delayed submission, which was paid by the listed entity.	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.
	NIL	NIL	NIC
Delayed submissionRs 47,200 for the quarter ended December 31, 2022	hasDelayed submission sincefor the quarter ended entityMarch 31, 2022 ended non-	hasDelayed submission sincefor the financial year entityended March 31, 2022 ended non-	hasDelayed submission sincefor the financial year entityended March 31, 2022 ended non-
Fine	No action has been taken since the listed entity was suspended during the non- compliance period	No action has been taken since the listed entity was suspended during the non- compliance period	No action has been taken since the listed entity was suspended during the non- compliance period
BSE	BSE	BSE	BSE
Delayed Submission by 8 days	Delayed Submission by 1 day	Delayed submission by 17 days	Delayed submission by 17 days
Reg. 33(3)	Reg. 33(3)	Reg. 7(3)	Reg. 40(9)
Financial Results	Financial Results	Compliance Certificate to the exchange duly signed by both the Compliance Officer and the Authorised Representative of RTA	Compliance Certificate from PCS
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ed by entity, y was stock ended stock i entity id non eccived by entity, was spended stock ence no ecceived d entity id non	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
FinancialReg 33DelayedBSENo action wasDelayed submission ofNILAs confirmed byResults for theSubmissionSubmissionpinitiatedbyfinancial results for thethe Listed entity, wasQuarter endedStock Exchangequarterendedlisted entity waslisted entity wasSeptember 30,AStock Exchangequarterendedlisted entity was2021ASubmissionThe listedentity hassupended2021AAItel listedentity hasstatus on stock2021AAItel duft financial resultsentity hasstatus on stock2021AAItel duft financial resultsby the listed entity hasstatus on stock2021AAItel duft financial resultsentity hasstatus on stock2021AAItel duft financial resultsperiodperiodAAAAAAAAAAAAAAABAAABAAAAABABAAABABABABBABAABBBBBBBBBBBBBBBBBBBBBBB<		Financial Results for the quarter ended June 30, 2021		Delayed Submission	BSE	de t 21, 2 bload ial res as we formae	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.	
	7	Financial Results for the quarter endec September 30 2021	Reg.	Delayed Submission	BSE	tion v Exchaine list ded ting	Delayed submission of financial results for the quarter ended September 30, 2021. The listed entity has filed the financial results on November 16, 2021.	II	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.	

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

23(9) not made initiated by period April 01, 2021 to the Listed entity, was there was. no such 810ck Exchange Sprenderd found on stock having supended 810ck Exchange Sprender found on stock having supended 810ck Exchange Sprender found on stock having supended 810ck Exchange Sprender found on stock having status the having status to stock having status to stock having status to stock having status to stock having having to stock having	Disclosure of	Reg. –	Disclosure	BSE	No action was	Disclosure for the	NIL	As confirmed by	During the period	
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The delay was inadvertent and shall be taken care in near future.	The delay was inadvertent and shall be taken care in near future.	The delay was inadvertent and shall be taken care in near future.
Disclosure was required to be made not later than 24 hours from event, however, disclosure was made after 24 hours.	Disclosure was required to be made not later than 24 hours from event, however, disclosure was made after 24 hours.	Disclosure was required to be made not later than 24 hours from event, however, disclosure was made after 24 hours.
NIL	NA	NA
Delay in reporting of appointment of Mr. Dheeraj Goel as an Additional Director	 Delay in reporting of appointment of Atul Sharma as Company Secretary and Compliance Officer. 	 Delay in reporting of Resignation of Mr. Sanjay Tiku as Independent Director.
No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period	No action was initiated by Stock Exchange as the listed entity was suspended during the defaulting period.
BSE	BSE	BSE
Delayed Disclosure	Delayed Disclosure	Delayed Disclosure
of Reg. 30(2) hts	Reg. 30(2)	Reg. 30(2)
Disclosure of material events	Disclosure of material events	Disclosure of material events

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

C	Particulars	Compliance	Observations/ Remarks by PCS
Sr.	I al ticular 5	Status	
No.		(Yes/No/NA)	
1.	Compliances with the following conc	litions while ap	pointing/re-appointing an auditor
1.	 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.		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	tion of statutor	y 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		As confirmed by the management and information obtained by the listed entity, from the auditor, upor
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non-availability of information /		resignation, no concern was reported
non-cooperation by the		by the Auditor.
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.		
b. In case the auditor proposes to		Resignation was because the audit
resign, all concerns with respect to	NA	assignment was commercially not
the proposed resignation, along		viable for the auditor due to enhanced
with relevant documents has been		reporting requirements.
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.		
c. The Audit Committee / Board of		
Directors, as the case may be,	NA	No Concern has been raised by the
deliberated on the matter on receipt		Auditor prior to its resignation
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.		
ii. Disclaimer in case of non-receipt		
of information:		
The auditor has provided an	NA	Auditor has not raised any concern
appropriate disclaimer in its audit		about non-receipt of information
report, which is in accordance with		NA P A
the Standards of Auditing as specified by ICAI / NFRA, in case		JBANNA & ASS
where the listed entity/ its material		NEW ELHI
where the instea citity/ its material		

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	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	YES	
	the format as specified in Annexure-		
	A in SEBI Circular CIR/CFD/CMD1/114/2019 dated		
	18 th October, 2019.		

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

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Sr.	Particulars	Compliance	Observations/Remarks by
No.	1. 	Status	PCS
	¥ .	(Yes/No/ NA)	
1.	Secretarial Standards:		
	The compliances of the listed entity are	NO	The Company is advised to
	in accordance with the applicable		follow Secretarial Standards in
	Secretarial Standards (SS) issued by		stricter manner.
	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.		
2.	Adoption and timely updation of the		
	Policies:		
а	• All applicable policies under SEBI	Yes	-
	Regulations are adopted with the		
	approval of Board of Directors of		
	the listed entities.		
	• All the policies are in conformity	Yes	-
	with SEBI Regulations and have		
	been reviewed & updated on time,		
	as per the		
	regulations/circulars/guidelines		
	issued by SEBI		
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3.	Maintenance and disclosures on		
	Website:		
	• The listed entity is maintaining a	Yes	The listed entity is maintaining a
	functional website		functional website and as
	• Timely dissemination of the		confirmed by the management,
	documents/ information under a	Yes	information under separate
	separate section on the website		section was disseminated within
	• Web-links provided in annual		time.
0	corporate governance reports under		
	Regulation 27(2) are accurate and	Yes	
	specific which re- directs to the		
	relevant document(s)/ section of the		
	website.		
4.	Disqualification of Director(s):		
7.	None of the Director(s) of the	Yes	_
	Company are disqualified under	103	
	Section 164 of Companies Act, 2013 as		
	confirmed by the listed entity.		
5.	Details related to Subsidiaries of		
5.			
	listed entities have been examined		
	<u>w.r.t.:</u> (a) Identification of material	NA	_
	subsidiary companies	INA	_
	(b) Disclosure requirement of	NA	_
	material as well as other	INA	_
	subsidiaries		
6.	Preservation of Documents:		
0.	The listed entity is preserving and	Yes	_
	maintaining records as prescribed	105	
	under SEBI Regulations and disposal		
	of records as per Policy of Preservation		
	of Documents and Archival policy		
	prescribed under SEBI LODR		
	Regulations, 2015.		
7.	Performance Evaluation:		
/.	The listed entity has conducted	Yes	_
	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.		
	Regulations 2015.		NABA 9
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8.	Related Party Transactions:		
0.	Incluted 1 arty 11 answerionist		
	(a) The listed entity has obtained prior	Yes	-
	approval of Audit Committee for all		
	related party transactions; or		
	(b) The listed entity has provided		
	detailed reasons along with	NA	Company has obtained prior
	confirmation whether the		approval; hence this point is not
	transactions were subsequently		applicable.
	approved/ ratified/ rejected by the		
	Audit Committee, in case no prior	-	
	approval has been obtained.		
9.	Disclosure of events or information:		
	The listed entity has provided all the	Yes	However, the specific non-
	required disclosure(s) under		compliance, if any, has been
	Regulation 30 along with Schedule III		reported specifically in table (a)
	of SEBI LODR Regulations, 2015		above.
	within the time limits prescribed		
	thereunder.		
10.	Prohibition of Insider Trading:		The listed entity has
	The listed entity is in compliance with	Yes	implemented software-based
	Regulation 3(5) & 3(6) SEBI		tracking w.e.f 02th November,
	(Prohibition of Insider Trading)		2022. Earlier to this date,
	Regulations, 2015.		compliance was done through
			protected excel sheet.
11.	Actions taken by SEBI or Stock		
	Exchange(s), if any:		
	No action(s) has been taken against the	Yes	No action has been taken by the
	listed entity/ its promoters/ directors/		SEBI. However, Action taken by
	subsidiaries either by SEBI or by Stock		Stock Exchange(s) is provided in
	Exchanges (including under the		detail in table (a) of this report.
	Standard Operating Procedures issued		
	by SEBI through various circulars)		
	under SEBI Regulations and		
	Circulars/Guidelines issued		
	thereunder.		
12.	Additional Non-compliances, if any:		
	No additional non-compliance	NO	Details of all non-compliances is
	observed for all SEBI regulation/		reported in table (a) above.
	circular/ guidance note etc.		

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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 RANA & ASS NEW DELAK in Khuran SECRE Proprietor M. No.: F10098; CP No.:13212

Place: New Delhi Date: May 30, 2023 UDIN: 0F10098E000432520