



Ref No.: NIL/BSE/42/2023-24

Date: 25th November, 2023

To,
The Manager
BSE Limited,
Phirozee Jeejee Bhoy Towers,
Dalal Street, Mumbai-400001

BSE SECURITY CODE: 531959

Subject: Outcome of Board Meeting held today i.e- Saturday, 25th November, 2023

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Regulation 33 of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, we wish to inform you that the Board of Directors of the Company in its meeting held today **i.e. Saturday, 25th November, 2023** has inter-alia considered, noted and approved the following matters:

1. To increase in authorized share capital of Company and alteration of capital clause of Memorandum of Association of the Company

To increase the Authorized Share Capital of the company existing from Rs. 24,00,00,000/- (Rupees Twenty Four Crore) comprising of 18,00,00,000 (Eighteen Crore) equity shares of Rs. 1/- (Rupee One) Each and 60,00,000 (Sixty Crore) Preference Shares of Rs. 10/- each to Rs. 25,20,00,000/- (Rupees Twenty Five Crore Twenty Lakhs) comprising of 19,20,00,000 (Nineteen Crore and Twenty Lakhs) equity shares of Rs. 1/- (Rupee One) Each and 60,00,000 (Sixty Crore) Preference Shares of Rs. 10/- each by creation of additional capital of Rs. 1,20,00,000 (Rupees One crore and Twenty Lakhs Only) divided into 1,20,00,000 (One crore Twenty Lakhs) Equity Shares of Rs. 1 (Rupees One only) each and the Clause V of the Memorandum of Association of the Company be altered accordingly as per Section 13, 61 & 64 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) SEBI LODR Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extraordinary General Meeting and other regulatory authorities, as may be applicable.

2. The issue of warrants convertible into equity shares of the Company on preferential basis to Certain Identified Non-Promoter Group/Entities

To issue, offer and allot, from time to time in one or more tranches up to 2,06,00,000 (Two Crore and Six Lakhs) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group persons as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of ₹ 21.78/- (Rupees Twenty and Seven Eight paise only) each (including premium of Rs. 20.78/- per share) (including the warrant subscription price and the warrant exercise price) aggregating up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis or such higher price as may be arrived at in accordance with the ICDR Regulations, on preferential allotment basis ("Preferential Offer") to the proposed allottees (as listed in **Annexure -I**) and such issuance will be in accordance with the provisions of Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), SEBI LODR Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the shareholders of the Company at the ensuing Extraordinary General Meeting and other regulatory authorities, as may be applicable.

Details relating to the issue of Warrants as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Circular dated September 09, 2015, bearing reference no. CIR/CFD/CMD/4/2015, are provided in '**Annexure II**'.

3. Notice of the 01st Extra-ordinary General Meeting (EGM) for the Financial Year 2023-24 is scheduled to be held on Thursday, 21st December, 2023 for the approval of the shareholders of the Company.

For obtaining the approval of the shareholders of the Company for the aforementioned matters, the Board of Directors of the Company have decided to hold an EGM of the Company on Thursday, 21st December, 2023 at 12:00 Noon through Video Conferencing and have approved the draft notice of the EGM and matters related thereto to be issued to the shareholders for convening the EGM. The notice of the said EGM will be sent separately to the stock exchange(s) and to the shareholders of the Company and will also be available on the Company's website at www.newtimeinfra.in and on the website of the stock exchange(s) i.e. BSE Limited at www.bseindia.com , in due course.

4. Cut-off date to determine the eligibility of the members for remote e-voting.

The Company has fixed Thursday, 14th December, 2023 as the cut-off date for determining the eligibility of the members, entitled to vote by remote e-voting and e-voting at the ensuing EGM of the Company schedule to be held on Thursday, 21st December, 2023 at 12:00 Noon through Video Conferencing.

The e-voting period begins on **18th December, 2023 (09:00 A.M. IST) and ends on 20th December, 2023 (05:00 P.M. IST).**

5. Appointment of Scrutinizer for scrutinizing the E-voting process for the 01st Extra-ordinary General Meeting (EGM) for the Financial Year 2023-24

The Board has appointed **AASK & Associates LLP, having LLPIN AAD-2934**, as Scrutinizer for scrutinizing the E-voting process in a fair and transparent manner.

The Board Meeting commenced at 12:30 P.M. and concluded at 03.00 P.M.

We request to take the above information on your records.

Thanking You,

For & on Behalf of
Newtime Infrastructure Limited

Raj Singh Poonia
(Managing Director)
DIN: 09615705

Encl: a/a

ANNEXURE-I

Details required under Regulation 30 of SEBI LODR Regulations read with SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015.

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

ANNEXURE-II**Details on Preferential Allotment in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:**

Sr. No.	Particulars	Disclosure
1.	Type of Securities proposed to be issued	Warrants, each convertible into, or exchangeable for, One fully paid-up equity share of the Company of face value Rs.1/- (Rupee One Only) each.
2.	Type of Issuance	Preferential issue of warrants in accordance with the SEBI (ICDR) Regulations 2018 read with the Companies Act, 2013 and rules made Preferential there.
3.	Total number of securities allotted or the total amount for which the securities are issued (approximately)	To issue, offer and allot, from time to time in one or more tranches up to 2,06,00,000 (Two Crore and Six Lakhs) Convertible Equity Warrants ("Warrants") of face value of Rs.1/- each, to non-promoter group persons as mentioned below ("Warrant Holders"/ "Proposed Allottees") at a price of ₹ 21.78/- (Rupees Twenty one point Seven Eight only) each (including premium of Rs. 20.78/- per share) aggregating up to ₹ 44,86,68,000/- (Rupees Forty Four Crore Eighty Six Lakh Sixty Eight Thousand only) or such higher price as may be arrived at in accordance with the ICDR Regulations.
4.	Name of the Investors	As per Annexure-I.
5.	Number of Investors	4(Four)
6.	Issue of Price	Rs. 21.78/- (a price not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations, if any)

7.	In case of Convertibles: Intimation of conversion of securities or on lapse of the tenure of investment.	In case of Warrants are allotted, each warrant would be convertible into 1 Equity Share and the rights attached to Warrants can be exercised at any time, within a period of 18 months from the date of allotment of warrants.
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable.
9.	Nature of Consideration	Cash