



To.  
The Board Members  
Newtime infrastructure Limited

**SR. NO.: BM- 01/2025-2026**

**NOTICE IS HEREBY GIVEN THAT THE MEETING OF BOARD OF DIRECTORS OF NEWTIME INFRASTRUCTURE LIMITED WILL BE HELD ON FRIDAY, MAY 09, 2025 AT 12:00 NOON THROUGH VIDEO CONFERENCING TO TRANSACT FOLLOWING BUSINESSES:**

**AGENDA:**

1. To elect the Chairperson of the Company;
2. To grant leave of absence;
3. To take note of Minutes of Board Meeting of the Company held on, Friday February 14, 2025;
4. To take note of various listing compliances under SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015;
5. To consider and evaluate the performance of Independent Directors, excluding the Directors being evaluated;
6. To consider and evaluate the performance of Committees, Board and Individual Directors;
7. To take note of disclosure of interest of directors;
8. To take note of disqualification of director under section 164;
9. To appoint AASK & ASSOCIATES LLP Company Secretaries, as Secretarial Auditor of the company to hold office for the five financial years starting from 2025- 2026 , subject to approval of members at Annual General Meeting;
10. To take note of the resignation of internal auditor of the company (M/s VKP & Associates)
11. To appoint SAHAS and Associates Chartered Accountants, as internal auditor of the company to hold office for the current financial year;
12. General authorization to enter and execute agreements and filing of documents, forms with the various authorities.
13. To discuss any other business with the permission of the Chairman.

The members of the Board are requested to take note that a facility to attend the meeting vide videoconferencing shall be made available if any member of this Board is to attend the meeting through video conferencing. In case any member of this Board wishes to attend the meeting through video-conferencing facility, then such member is hereby requested to intimate the Company Secretary of the Company 3 days before the date of the meeting in order to enable the company to make requisite arrangement.

You are requested to make it convenient to attend the Meeting.  
For Newtime Infrastructure Limited

*Ajay Kumar Thakur*  
Mr. Ajay Kumar Thakur  
(Executive Director)  
DIN: 10799462





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Encl: agenda for Board Meeting dated 9<sup>th</sup> May 2025

**Notes:**

1. Due to ongoing Coronavirus Pandemic, Board Members and other personnel of the Company faced with restriction with regards to free movement. Therefore, in accordance with the relaxation granted by Ministry of Corporate Affairs vide Circular dated March 19, 2020 read with the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, ("the Rules") the Company decided to transact the matters which were not allowed through Video Conferencing prior to the commencement of the rules by availing the Exemption. Pursuant to the Amendment in the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, the matters mentioned in Rule 4 (1) of the Companies (Meetings of Board and its Powers) Amendment Rules, 2020, not allowed to be transacted through video conferencing are now allowed due to out-break of COVID19 and consequent lock down.
2. All the recordings of the proceedings of the Meeting, through Electronic Mode, shall be deemed to be made at Chairman place.
3. The venue of the Board meeting would be 236-A, first floor, DLF south court, Saket back side, Malviya Nagar, South Delhi.
4. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Secretarial Standards - 1 ("Secretarial Standard on Board Meeting"), relevant MCA circulars and notifications.
5. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com) or contact Ms. Jyoti Verma (Company Secretary)
6. All Board Members are requested to updated their E-mail IDs with the Company before dispatch of Notice.
7. Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.





2015 by assigning the ratings in Evaluation Sheet.

The Board is requested to take note of the same.

**6. TO CONSIDER AND EVALUATE THE PERFORMANCE OF COMMITTEES, BOARD AND INDIVIDUAL DIRECTORS**

The Chairman shall place before the Board the Performance Evaluation Sheet for its evaluation. The members of the Board are requested to consider and review the performance of Executive Directors, Non-Executive Directors, the Board as whole & its Committee pursuant to the provision of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by assigning the ratings in Evaluation Sheets.

**7. TO TAKE NOTE OF DISCLOSURE OF INTEREST OF DIRECTORS**

To consider and if board think fit pass following resolution:

**"RESOLVED THAT** notices of interest of directors in Form MBP-1 under Section 184 (1) and Rule 9 (1) of the Companies Act, 2013 as submitted by all the directors of the Company for the Financial Year 2025-2026 be and are hereby taken on the record."

**8. TO TAKE NOTE OF DISQUALIFICATION OF DIRECTOR UNDER SECTION 164**

**"RESOLVED THAT** notices of disqualification of directors in Form DIR-8 under Section 164 of the Companies Act, 2013 as submitted by all the directors of the Company for the Financial Year 2025-26 be and are hereby taken on the record."

**9. TO APPOINT AASK & ASSOCIATES LLP COMPANY SECRETARIES, AS SECRETARIAL AUDITOR OF THE COMPANY TO HOLD OFFICE FOR THE FIVE FINANCIAL YEARS STARTING FROM 2025- 2026 , SUBJECT TO APPROVAL OF MEMBERS AT ANNUAL GENERAL MEETING**

**"RESOLVED THAT** Sachin Khurana (CP No.13212), a Secretary in Whole-time Practice (CSP), be and is hereby appointed as the Secretarial Auditor of the Company in terms of the provisions of Section 204 of the Companies Act, 2013 and to hold the office for the period of five years subject to the approval of members in the forthcoming Annual General Meeting.

**10. TO TAKE NOTE OF THE RESIGNATION OF INTERNAL AUDITOR OF THE COMPANY (M/s VKP & ASSOCIATES)**

**"RESOLVED THAT** M/s V K P & Associates Chartered Accountant, which was appointed for the financial year 2024-25 be and is hereby submit its resignation letter to the company be and are hereby taken on the record."







**NOTES TO AGENDA ITEMS FOR THE 01/BM/2025-26 MEETING OF THE BOARD OF DIRECTORS OF NEWTIME INFRASTRUCTURE LIMITED WILL BE HELD ON WEDNESDAY, APRIL 30, 2025 AT 3:00 P.M. THROUGH VIDEO CONFERENCING TO TRANSACT FOLLOWING BUSINESSES:**

**1. TO ELECT THE CHAIRPERSON FOR THE MEETING**

“RESOLVED THAT, one of the Directors of the Company be and is hereby requested to take the chair for the meeting.”

The Meeting to be kindly chaired by the Chairperson there after.

**2. TO GRANT LEAVE OF ABSENCE**

The Board is requested to grant leave of absence to the Directors who have sought the same.

Pursuant to Section 167(1) of the Companies Act, 2013, the Board may grant leave of absence to directors not directors not present, if any. Request for grant leave of absence, if any received from director(s) will be table.

The Board is requested to note that as per Section 167 (1) (b) of the Companies Act, 2013, the office of director shall become vacant in case he absent himself from all meetings of Board held during the period of 12 months with or without seeking leave of absence of the Board.

**3. TO TAKE NOTE OF MINTUES OF PREVIOUS BOARD MEETING**

The draft Minutes of the previous Board Meeting held on, Friday February 14, 2025, will be duly circulated to all the Directors of the Company for their perusal and confirmation.

**4. TO TAKE NOTE OF VARIOUS LISTING COMPLIANCES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015**

The Members of the Board required to take note of various compliances required for the listed Companies to be filed under SEBI (Listing Obligations and Disclosure Requirements), 2015.

The Board is requested to take note of the same.

**5. TO CONSIDER AND EVALUATE THE PERFORMANCE OF INDEPENDENT DIRECTORS, EXCLUDING THE DIRECTORS BEING EVALUATED**

The Chairman shall place before the Board Members the Performance Evaluation Sheet for its evaluation. The members of the Board are requested to consider and review the performance of the Independent Directors, excluding the Directors being evaluated pursuant provisions of Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and relevant provisions of SEBI (LODR),





**11. TO APPOINT SAHAS AND ASSOCIATES CHARTERED ACCOUNTANTS, AS THE NEW INTERNAL AUDITOR OF THE COMPANY TO HOLD OFFICE FOR THE FIVE FINANCIAL YEAR 2025-26**

**“RESOLVED THAT** Sahas and Associates (CP No.13212), a Chartered Accountant in Whole-time Practice (CSP), be and is hereby appointed as the Internal Auditor of the Company in terms of the provisions of Section 138 of the Companies Act, 2013 and to hold the office for the financial year 2025-26.

**12. GENERAL AUTHORIZATION TO ENTER AND EXECUTE AGREEMENTS AND FILING OF DOCUMENTS, FORMS WITH THE VARIOUS AUTHORITIES**

To consider and if board think fit pass following resolution:

**“RESOLVED THAT** Mr. Ajay Kumar Thakur, Managing Director be and is hereby authorized, severally, to negotiate, enter into, sign and execute all Commercial Agreements, Contracts, Memorandum of Understandings, Undertakings, Applications, Forms and all other Documents as may be necessary and to further authorize and/or sub-delegate to any officials of the Company for the purchase and sale of goods and services including electricity, water and other utilities and to do all or any of the acts, deeds, matters and things as be considered expedient and necessary for and on behalf of the Company;

**RESOLVED FURTHER THAT** any director of the Company be and are hereby authorised, jointly or severally, to process, sign, execute, certify, file, amend, submit, register, all documents and papers, Forms, Affidavit, Indemnity Bond, Statement of Accounts and such other documents on behalf of the Company and to do all such other acts, deeds, matters and things, as may be considered necessary for filing of any documents, forms, papers with various authorities”

**13. TO DISCUSS ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIRMAN**

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of Directors present at the Meeting. The Board may transact any other matter with the permission of the Chair.



