



## **POSTAL BALLOT NOTICE**

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ["Act"] including Rules made thereunder ["Rules"], Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI Listing Regulations"], Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ["SS-2"] read with the guidelines prescribed by the Ministry of Corporate Affairs ["MCA"] for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA ["Circulars"], including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations. The Resolutions, as appended below, is proposed to be passed by the Members via Postal Ballot [through remote e-voting] and is followed by its Explanatory Statement(s) in terms of the provisions of Section 102(1) and 110 of the Act, setting out details relating to special business to be transacted.

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent ["RTA"] and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, January 16<sup>th</sup>, 2026 ["Cut-off date"]. Accordingly, hard copy of the notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only and will also be available on the Company's website <http://www.newtimeinfra.in/>, websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

### **SPECIAL BUSINESS TO BE CONSIDERED THROUGH POSTAL BALLOT:**

#### **ITEM NO: 1 APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO MEMORANDUM OF ASSOCIATION**

To consider and if thought fit to pass with or without modification the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections **13, 61 and 64** read with other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded **FROM** the existing Rs. 63,20,00,000/- (Rupees Sixty Three Crore Twenty Lakh only) divided into 57,20,00,000 (Fifty Seven Crore and Twenty Lakh) Equity Shares of Rs. 1/- (Rupees One only) each and 20,00,000 (Twenty Lakh) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each and 40,00,000 (Forty Lakh) 10% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each **TO**



Rs. **86,76,00,000/-** (Rupees Eighty Six Crore Seventy-Six Lakh only) divided into 57,20,00,000 (Fifty-Seven Crore Twenty Lakh) Equity Shares of Rs. 1/- (Rupees One only) each aggregating to Rs. 57,20,00,000 (Fifty-Seven Crore Twenty Lakh Only); 20,00,000 (Twenty Lakh) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 2,00,00,000 (Rs. Two Crore only) 40,00,000 (Forty Lakh) 10% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 4,00,00,000 (Rs. Four Crore only) AND 2,35,60,000 (Two Crore Thirty-Five Lakh Sixty Thousand) 10% Compulsory Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 23,56,00,000 (Twenty-Three Crore Fifty-Six Lakh Only)

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013 and the rules made thereunder, the existing **Clause 5 of the Memorandum of Association** of the Company be and is hereby **altered by deletion of the existing clause and substituted with the following:**

***The Authorised Share Capital of the Company is 86,76,00,000/- (Rupees Eighty Six Crore Seventy-Six Lakh only) divided into 57,20,00,000 (Fifty Seven Crore and Twenty Lakh) Equity Shares of Rs. 1/- (Rupees One only) each; 20,00,000 (Twenty Lakh) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) each, 40,00,000 (Forty Lakh) 10% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- (Rupees Ten only) and 2,35,60,000 (Two Crore Thirty-Five Lakh Sixty Thousand) 10% Compulsory Convertible Preference Shares of Rs. 10/- (Rupees Ten only)***

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or incidental for giving effect to this resolution, including filing of necessary forms with the Registrar of Companies and making necessary entries in statutory records.”

**The proposed resolutions along with Explanatory Statement setting out the material facts and the reasons thereof are appended to this Postal Ballot Notice for your consideration.**

**M/s AASK & Associates LLP**, having **LLPIN AAD-2934**, has been appointed by the Board of directors of the Company as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Further the Company, in accordance with the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 16<sup>th</sup> January, 2026 (the “cut-off date”) and whose e-mail addresses are registered with the Company / Depositories.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) for facilitating E-voting process. The details of the procedure to cast the vote electronically form part of the “Notes” to this Notice.



**Regd. Office:** Begampur Khatola, Khandsa, Near Krishna Maruti, Gurgaon, Basai Road, Haryana-122001

**CIN:** L24239HR1984PLC040797

**Tel.:** 91-9811910127

**E-mail:** [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com)

**Website:** [www.newtimeinfra.in](http://www.newtimeinfra.in)

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The voting period shall commence at 9.00 a.m. on Saturday, 24<sup>th</sup> January, 2026 and ends at 5.00 P.M on Sunday, 22<sup>th</sup> February, 2026. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman/Director of the Company after the completion of the Scrutiny of the postal ballot and e-voting. The result of the Postal Ballot shall be announced not later than 7 days from the conclusion of the E-voting. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website: <http://www.newtimeinfra.in/>

**Place:** Haryana  
**Date:** 22<sup>nd</sup> January, 2026

By order of the Board of Directors  
**NEWTIME INFRASTRUCTURE LIMITED**

**Ms. Jyoti Verma**  
**Company Secretary & Compliance Officer**

**Notes:**

1. The Explanatory Statement for the proposed Special and Ordinary Resolution pursuant to Section 102 of the Act setting out material facts are annexed to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on 16.01.2026 (cut-off date).
3. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share Capital of the Company as on 16.01.2026 (Friday).
4. As per the MCA Circulars, physical copies of this Postal Ballot Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Chapter – IV of the Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Members may please refer to the instructions below for the purpose of voting through e-voting facility.
6. The Postal Ballot Notice is placed on the company's website (link: <http://www.newtimeinfra.in/>)



**Regd. Office:** Begampur Khatola, Khandsa, Near Krishna Maruti, Gurgaon, Basai Road, Haryana-122001

**CIN:** L24239HR1984PLC040797

**Tel.:** 91-9811910127

**E-mail:** [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com)

**Website:** [www.newtimeinfra.in](http://www.newtimeinfra.in)

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7. All the documents referred to in this Notice and the Explanatory Statements, shall be available for inspection through electronic mode from Saturday, 24<sup>th</sup> January, 2026 to Sunday, 22<sup>nd</sup> February, 2026 on the request being sent on [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com) from their registered email address, mentioning their name, folio number/DP ID-Client ID, and the documents they wish to inspect.
8. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of E-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
10. The e-voting period will commence from 9.00 a.m. on Saturday, 24<sup>th</sup> January, 2026 and ends at 5.00 P.M on Sunday, 22<sup>th</sup> February, 2026. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 16<sup>th</sup> January, 2026, may cast their vote by remote E-voting. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
11. AASK & Associates LLP, having LLPIN AAD-2934, has been appointed by the Board of Directors of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com), from their registered email address, mentioning their name, folio number/DP ID-Client ID.
13. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their Demat accounts, if the shares are held in electronic form, and (ii) by giving details of folio number, email address and self-attested copy of PAN card to the Registrar and Transfer Agents (RTA) of the Company, Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, B/H L S C, New Delhi, Delhi-110062 Email: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com), if the shares are held in physical form.
14. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- I. The voting period begins at 9.00 a.m. on Saturday, 24<sup>th</sup> January, 2026 and ends at 5.00 P.M on Sunday, 22<sup>th</sup> February, 2026. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16<sup>th</sup> January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.





- II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option</li> </ol>



	where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**IV. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM OTHER THAN INDIVIDUAL AND PHYSICAL FORM</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. 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 (3).

- 7) After entering these details appropriately, click on “SUBMIT” tab.

**V. Shareholders holding shares in physical form will then directly reach the Company selection screen. However,**



shareholders 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.

**VI. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.**

- 1) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 2) 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.
- 3) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 4) 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.
- 5) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 6) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 7) 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.

**VII. FACILITY FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS -REMOTE VOTING**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [newtimeinfra2010@gmail.com](mailto:newtimeinfra2010@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL/MOBILE NO.ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant



(DP)

3. **For Individual Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Nitin Kunder (022-62343626) or Ms. Asawari Kalokhe (022-62343624) or Mr. Rakesh Dalvi (022-62343611) or send an email at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Place:** Haryana

**Date:** 22<sup>nd</sup> January, 2026

By order of the Board of Directors

**NEWTIME INFRASTRUCTURE LIMITED**

**Ms. Jyoti Verma**

**Company Secretary & Compliance Officer**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

**ITEM NO.: 01 – APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT TO CLAUSE 5 OF MEMORANDUM OF ASSOCIATION**

The present Authorised Share Capital of the Company is Rs. 63,20,00,000/- (Rupees Sixty Three Crore Twenty Lakh only) divided into; 57,20,00,000 (Fifty Seven Crore and Twenty Lakh) Equity Shares of Rs. 1/- each; 20,00,000 (Twenty Lakh) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each; and 40,00,000 (Forty Lakh) 10% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each.

The Board of Directors in order to meet the Company's future funding requirements, including capital structuring, issuance of securities, and to provide greater financial flexibility, the Board of Directors, at its meeting duly convened, considered it **desirable to increase the Authorised Share Capital of the Company.**

Accordingly, it is proposed to increase the Authorised Share Capital of the Company to Rs. 86,76,00,000/- (Rupees Eighty Six Crore Seven Six Lakh only) divided into, 57,20,00,000 (Fifty Seven Crore and Twenty Lakh) Equity Shares of Rs. 1/- each; 20,00,000 (Twenty Lakh) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each; 40,00,000 (Forty Thousand) 10% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each; and 2,35,60,000 (Two Crore Thirty Five Lakh Sixty Thousand) 10% Compulsory Convertible Preference Shares of Rs. 10/- each.

Pursuant to the provisions of Sections 61 and 64 of the Companies Act, 2013, approval of the Members is





required for increase in authorised share capital. Further, in terms of Section 13 of the Companies Act, 2013, alteration of Clause 5 of the Memorandum of Association of the Company is required to reflect the revised authorised share capital.

The Audit Committee had previously finalized the desired increase in the authorized share capital in the interest of the Company etc. Based on those financial impact, the Audit Committee approved the proposed change.

None of the directors of the Company is, in any way, concerned or interested in this resolution. The Board of Directors accordingly recommends the resolution for your approval

The Board recommends the ordinary resolution as set out in Item no. 1 of this notice for the approval of members.

Place: Haryana  
Date: 22<sup>nd</sup> January, 2026

By order of the Board of Directors  
**NEWTIME INFRASTRUCTURE LIMITED**

**Ms. Jyoti Verma**  
**Company Secretary & Compliance Officer**