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### **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 02<sup>nd</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: REGULARIZATION OF APPOINTMENT OF MR. MAHIR BHADANI (DIN:10622919) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass the following resolution as an **Special Resolution**: -

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Mahir Bhadani (**DIN:10622919**), who was appointed by the Board as an Additional Director, designated as a Non-Executive Independent Director, with effect from 14<sup>th</sup> November, 2025 in who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years and that he shall not be liable to retire by



rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**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, 02<sup>nd</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.

The voting period shall commence at 9.00 a.m. on Sunday, 11<sup>th</sup> January, 2026 and ends at 5.00 P.M on Monday, 09<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:** 09<sup>th</sup> January, 2026

By order of the Board of Directors

**NEWTIME INFRASTRUCTURE LIMITED**

**Ms. Jyoti Verma**

**Company Secretary & Compliance Officer**



**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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**Notes:**

1. The Explanatory Statement for the proposed Special 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 02.01.2026 (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 02.01.2026 (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/>)
7. All the documents referred to in this Notice and the Explanatory Statements, shall be available for inspection through electronic mode from Sunday, 11<sup>th</sup> January, 2026 to Monday, 09<sup>th</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 Sunday, 11<sup>th</sup> January, 2026, at 9.00 A.M. IST and ends on Monday, 09<sup>th</sup> February, 2026, at 5.00 P.M IST. 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, 02<sup>nd</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.



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

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

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 Sunday, 11<sup>th</sup> January, 2026, at 9.00 A.M. IST and ends on Monday, 09<sup>th</sup> February, 2026, at 5.00 P.M IST 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, 02<sup>nd</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 <b>CDSL</b>	<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 where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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.</li> <li>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></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the</li> </ol>



	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.
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:** 09<sup>th</sup> January, 2026

By order of the Board of Directors

**NEWTIME INFRASTRUCTURE LIMITED**

**Ms. Jyoti Verma**

**Company Secretary & Compliance Officer**



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**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 – TO APPROVE THE REGULARIZATION OF APPOINTMENT OF MR. MAHIR BHADANI (DIN:10622919) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mr. Mahir Bhadani (DIN:10622919) Non-Executive Independent Director of the company. He possesses the experience in finance and general management.

The Board of Directors of the Company in its meeting held on November 14, 2025 has appointed Mr. Mahir Bhadani (DIN:10622919) pursuant to the provision of Section 161(1) of the Companies Act, 2013 and rules made there under. A brief resume of Mr. Bhadani is being attached with this notice.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Bhadani.

Your Directors recommend the aforesaid Resolution for approval by the Members by way of a Special Resolution.





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

**CIN:** L24239HR1984PLC040797

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The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mr. Bhadani as an Independent Director of the Company, as an Special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mr. Bhadani, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1. The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

Place: Haryana  
Date: 09<sup>th</sup> January, 2026

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

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



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

**Annexure:**

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be appointed through the Postal Ballot process are given below:

Sr. No.	Details of Event	Particulars
1	Reason of Change viz. Appointment, Resignation, Removal, <del>Death</del> or otherwise.	Regularisation as an Independent Director (Non- Executive) of the Company who was earlier appointed as Additional Independent Director (Non-Executive) by board in their meeting held on 14 <sup>th</sup> November, 2025.
2	Date of Appointment/Cessation & terms of appointment	Date of Appointment: 14 <sup>th</sup> November, 2025.  Terms of Appointment: Mr. Mahir Bhadani shall hold office as an Additional Director in the category of Non-Executive, Independent Director of the company for a first term of five consecutive years commencing from 14 <sup>th</sup> November, 2025., subject to the approval of the shareholders to be obtained within three months hereof.
3	Brief Profile (in case of appointment)	Mr. Mahir Bhadani, aged 26 years, is a B.Com Graduate and possesses experience in finance and general management.
4	Disclosure of relationship between Director (in case of appointment)	N.A.
5	Information as required under Circular No. LIST/COMP/14/2018-19 issued by the BSE.	Mr. Mahir Bhadani is not debarred from holding office as a Director by virtue of any SEBI order or any other such authority.