



Regd. Office : Begampur Khatola, Khandsa, Near Krishna Maruti,
Gurgaon, Basai Road, Haryana -122001, **Tel.:** 91-7419885077
E-mail:newtimeinfra2010@gmail.com, **Website:** www.newtimeinfra.in
CIN : L24239HR1984PLC040797

Date: 30/05/2024

To
The Manager
Listing Department
BSE Limited,
Phiroze Jee Jee Bhoy Towers,
Dalal Street, Mumbai - 400001

BSE SECURITY CODE: 531959

Subject: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant Circular(s) issued by SEBI from time to time, please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2024.

You are requested to take the above information on record

Thanking You,

Yours faithfully,

For Newtime Infrastructure Limited

RAJ SINGH POONIA
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RAJ SINGH
POONIA
Date: 2024.05.30
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Raj Singh Poonia
Chief Financial Officer

Enclosed: -Compliance report

S. Khurana & Associates

Company Secretaries

**SECRETARIAL COMPLIANCE REPORT OF
NEWTIME INFRASTRUCTURES LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

To,
The Board of Directors
Newtime Infrastructure Limited
CIN: L24239HR1984PLC040797
Begumpur Khatola, Khandsa,
Near Krishna Murti, Gurgaon
Basai Road, Haryana - 122001

I, 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 Begumpur Khatola, Khandsa, Near Krishna Murti, Gurgaon, Basai Road, Haryana - 122001. Secretarial Review was conducted in a manner that provided me 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, 2024**, generally complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

I, **Sachin Khurana**, Practicing Companies Secretary, have examined:

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

for the financial year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

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The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as the Company has not granted any options to its employees during the financial year under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as the Company has not issued/listed any Non-Convertible Securities**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder 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:

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(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:

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
1	Non appointment of qualified Company Secretary as Compliance Officer	Regulation 6(1)	Delayed appointment	BSE	BSE has sent the notice dated on 21st Nov, 2023	Delayed appointment of 36 days	Rs. 42,480/-	Delayed appointment	There was an inadvertent delay in appointment of company secretary, the management could not find a suitable candidate for the company. However, to comply with the regulation the Board has appointed Ms. Annu as Company Secretary & Compliance Officer w.e.f September 18, 2023.	The Company has paid the fine imposed by the SEBI.
2	Financial Results (Annual)	Regulation 33(3)	Delayed submission for the financial year 2022-23	BSE	BSE has sent the Notice	Delayed submission by 9 days	Rs. 53,100/-	Delayed submission of Annual Financials	There was an inadvertent delay in submitting the financial results.	The company has paid the fine

3	Financial Results	Regulation 33(3)	Delayed submission for the quarter ended June 30, 2023	BSE	BSE has sent the Notice	Delayed intimation by 1 days	Rs. 5,900/-	Delayed submission of financial results for quarter ended June 30, 2023	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	The company has paid the fine imposed by the SEBI.
4	Annual Secretarial Compliance Report	Regulation 24A	Delayed submission for the quarter ended Mar 31, 2023	BSE	BSE has sent the Notice	Delayed Submission by 1 day	Rs. 2,360/-	Delayed submission of Annual Secretarial Compliance Report	The delay was inadvertent and shall be taken care for further compliances.	The Company has paid the fine imposed by the SEBI.

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

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
1	Financial Results	Reg. 33(3)	Delayed Submission by 17 days	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the quarter ended June 30, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-
2	Financial Results	Reg. 33(3)	Delayed Submission by 1day	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the quarter ended September 30, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-

3	Financial Results	Reg. 33(3)	Delayed Submission by 8 days	BSE	Fine	Delayed submission for the quarter ended December 31, 2022	Rs 47,200	BSE imposed fine for delayed submission, which was paid by the listed entity.	The company has paid the fine imposed by the SEBI.	-
4	Financial Results	Reg. 33(3)	Delayed Submission by 1 day	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the quarter ended March 31, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	There was an inadvertently delay in submitting the financial results due to non-receipt of the financial results on time.	-
5	Compliance Certificate to the exchange duly signed by both the Compliance Officer and the Authorized Representative of RTA	Reg. 7(3)	Delayed submission by 17 days	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the financial year ended March 31, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	The delay was inadvertent and shall be taken care for further compliances.	-
6	Compliance Certificate from PCS	Reg. 40(9)	Delayed submission by 17 days	BSE	No action has been taken since the listed entity was suspended during the non-compliance period	Delayed submission for the financial year ended March 31, 2022	NIL	As confirmed by the management, no action was taken as the listed entity was suspended on stock exchange.	The delay was inadvertent and shall be taken care for further compliances.	-

(c) I, hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by 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.</p>	No	The Company is advised to follow Secretarial Standards in stricter manner.
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes Yes	- -
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website. 	Yes Yes Yes	The listed entity is maintaining a functional website and as confirmed by the management, information under separate section was disseminated within time.

4.	<u>Disqualification of Director(s):</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries	NA NA	- -
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<u>Performance Evaluation:</u> The listed entity has conducted 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.	Yes	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	No Yes	- The Company obtained approval time to time from the board; hence this point is not applicable.

9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	However, the specific non-compliance, if any, has been reported specifically in table (a) above.
10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The listed entity has implemented software-based tracking w.e.f 02th November, 2022.
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and Circulars/Guidelines issued thereunder.</p>	No	Total Fine of Rs. 1,03,840/- has been imposed by the BSE on the company for violation of Regulations under the SEBI(Listing obligations and disclosure requirements) Regulations 2015 and all the action taken by Stock Exchange(s) is provided in detail in table (a) of this report
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u> The listed entity has complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of “Master Circular on compliance with the provisions of SEBI LODR Regulations, 2015 by listed entities” and that they have incorporated all the terms and conditions in the engagement letter issued to the auditors of the Company.</p>	NA	No such event during the reporting period

13.	<p><u>Additional non-compliances, if any:</u></p> <p>No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.</p>	NO	Details of all non-compliances is reported in table (a) above.
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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. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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

SACHIN
KHURANA

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SACHIN KHURANA
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Sachin Khurana
Proprietor
M. No.: F10098; CP No.:13212
UDIN - F010098F000488026
Date: May 29, 2024 | Place: New Delhi