



Ref No.: NIL/BSE/32/2024-25

Date: 29th January, 2025

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- Wednesday, 29th January, 2025

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 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. Wednesday, 29th January, 2025 has inter-alia considered, noted and approved the following matters:

1. To approve the Variation in terms of 10% Non-Cumulative Non-Convertible Redeemable Preference Shares to 10% Compulsory Convertible Preference Shares

Variation of rights/terms of existing 39,44,960, 10% Non-Cumulative Non-Convertible Redeemable Preference Shares ('RNCPS') of Rs. 10/- each into 2,35,50,530, 10% Compulsory Convertible Preference Shares ('CCPS') of Rs.10/- each, convertible into 2,35,50,530 Equity shares of the face value of Rs. 1/- each at a price of Rs. 9.50/- per (including Premium of Rs. 8.50/-) Equity Share, determined as per Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended subject to approval of the shareholders.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as **Annexure – A**

2. Appointment of Company Secretary and Compliance Officer of the Company

Appointment of Ms. Jyoti Verma an Associate Member of Institute of Company Secretary of India having membership Number 73170 as Company Secretary and Compliance Officer of the Company with the Effect from January 29, 2025.

The information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed herewith as **Annexure – B**



3. Notice of the 02nd Extra-ordinary General Meeting (EGM) for the Financial Year 2024-25 is scheduled to be held on Thursday, 27th February, 2025 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, 27th February, 2025 at 12:00 Noon through Physical mode 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, **20th February, 2025 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, 27th February, 2025 at 12:00 Noon at the registered office of the company.

The e-voting period begins on 24th February, 2025 (10:00 A.M. IST) and ends on 26th February, 2025 (05:00 P.M. IST).

5. Appointment of Scrutinizer for scrutinizing the E-voting process for the 02nd Extra- ordinary General Meeting (EGM) for the Financial Year 2024-25

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 06:00 P.M. and concluded at 08:20 P.M.

We request to take the above information on your records.

Thanking You,

For & on Behalf of
Newtime Infrastructure Limited

Ajay Kumar Thakur
Executive Director
DIN: 10799462

Encl: as stated above



Annexure - A

ISSUANCE OF SECURITIES

[Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023]

Sr. No.	Particulars	Disclosure
1.	Type of Securities proposed to be issued	Compulsory Convertible Preference Shares ("CCPS") of Rs.10/- each subsequently convertible into Equity Shares of the face value of Rs. 1/- each.
2.	Type of Issuance	Preferential issue of CCPS 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 2,35,50,530 (Two Crore Thirty Five Lakhs Fifty Thousands and Five Thirty) CCPS convertible into 2,35,50,530 Equity Shares of face value of Rs.1/- each, to promoter group persons (mentioned below) at a price of ₹ 9.50/- (Rupees Nine and Fifty Paise) each (including premium of Rs. 8.50/-) each Equity Shares.



4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):	
	i) Name of the Investors	i) As per Annexure-A (i) .
	ii) Post allotment of securities outcome of the subscription, issue price / allotted price (in case of Convertibles), number of investors;	ii) The 2,35,50,530 10% CCPS will be issued at the face Value of Rs. 10/- each, convertible into Equity Shares at price of not lower than the price specified under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
	iii) In case of convertibles intimation on conversion of securities or on lapse of the tenure of the instrument;	iii) Each CCPS shall be compulsorily convertible into Equity Shares of the face value Rs. 1/- each at a price of Rs. 9.50/- determined as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 at any time after the date of allotment of CCPS but on or before the expiry of 18 months from the date of allotment. The requisite intimation will be given at the time of conversion of CCPS

Annexure-A(i)

[Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023]

Sr. No.	Name of Investors	CCPS to be allotted
A	Promoter & Promoters Group	
1.	MGR Investment Private Limited	18,84,061
2.	Atambhu Buildwell Private Limited	2,16,66,469
	TOTAL	2,35,50,530



Annexure – B

[Disclosure of information pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023]

Name of the Company Secretary	Ms. Jyoti Verma
Reason for change	Ms. Jyoti Verma has been appointed as a Company Secretary by the Board with effect from 29 th January 2025.
Date of Appointment & Terms of appointment	Date of appointment: 29 th January, 2025 Terms of appointment: Appointment as a Company Secretary and Compliance officer of the Company who shall hold office w.e.f 29 th January 2025.
Qualification	Graduation in Bachelor of Commerce (B. Com) and Qualified Company Secretary from the Institute of Company Secretaries of India (ICSI)
Brief profile (in case of appointment);	Ms. Jyoti Verma is an Associate Member of the Institute of Company Secretaries of India having membership no. A73170 possessing requisite qualification and skills in secretarial Compliances.
Disclosure of relationships between Directors (In case appointment of a director)	Ms. Jyoti Verma is not related to any existing directors of the Company.