PUBLIC ANNOUNCEMENT UNDER REGULATIONS 3 (1) AND 4 READ WITH REGULATION 15(1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED, (THE "SEBI (SAST) REGULATIONS")

FOR THE ATTENTION OF THE SHAREHOLDERS OF NEWTIME INFRASTRUCTURE LIMITED

Open Offer for acquisition of up to 44289960 Equity Shares, representing 26% of the total paid-up equity share capital of Newtime Infrastructure Limited, ("Hereinafter referred to as "Target Company" or "NIL") from the Public Shareholders (as defined below) of the Target Company by M/s Futurevision Consultants (P) Limited having its registered office situated at 4, Bhanot Apartment, Local Shopping Centre, Pushp Vihar, New Delhi-110062 and M/s Faith Advisory Services (P) Limited having its registered office situated at 4, Bhanot Apartment, Local Shopping Centre, Pushp Vihar, New Delhi-110062, India, incorporated under the Companies Act 1956, (hereinafter collectively referred to as the "Acquirers") alongwith Person Acting in Concert namely Mrs Anita Dham (Hereinafter referred to as "PACs") resident of B-7, Geetanjali Enclave, New Delhi-110017 for the purpose of this Open Offer.

On October 15, 2013, the Acquirers signed a share purchase agreement (**"SPA"**) with the Seller/Promoter (as mentioned in paragraph 4 below) of the target company to acquire 120000000 equity shares constituting 70.44% of the fully paid up equity share capital of the Target Company along with Complete Control and Management of the Target Company. Presently acquirers does not hold any equity shares of target company, however PACs holds 1660471 equity shares of Target Company representing 0.97% of the paid up share capital of target company. Consequently, the acquirers shall acquire substantial shares/ voting rights along with Complete Control over the Management and affairs of Target Company after the successful Completion of Open Offer.

This Public Announcement ("**Public Announcement**" or "**PA**") is being issued by D & A Financial Services (P) Limited ("**Manager to the Offer**") for and on behalf of the Acquirers and PACs to the equity shareholders of the Target Company excluding the parties to the SPA, Persons Acting in Concert or deemed to be Acting in Concert with these parties ("**Public Shareholders**") pursuant to and in compliance with, amongst others, Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

1. Offer Details

(a) **Size:** The Acquirer hereby makes this Open Offer to the Public Shareholders of the Target Company to acquire up to **44289960** fully paid up equity shares of face value of Rs 1/- (Rupee One Only) each of the Target Company ("**Equity Shares**") constituting 26% of the fully paid up equity share capital of the Target Company ("**Offer Size**").

(b) **Price / Consideration:** The Offer price of Rs 13/- (Rupees Thirteen Only) per equity share is calculated in accordance with Regulation 8(2) of the SEBI (SAST) Regulations, 2011 ("**Offer Price**"), aggregating to a consideration of up to Rs 5757.69 Lacs assuming full acceptance.

(c) **Mode of Payment:** The Offer Price is payable in cash in accordance with regulation 9(1)(a) of the SAST Regulations.

(d) **Type of Offer:** The Offer is in compliance with Regulation 3(1) and Regulation 4 of the SAST Regulations.

2. Transaction which has triggered the Open offer obligations (Underlying Transaction)

Details of Underlying Transaction						
Types of Transaction (direct/ indirect	Mode of Transaction (Agreement/Allotment/Market Purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration of shares/ Voting Rights (VR) acquired (Rs. In Lakhs)	Mode of Payment (Cash / Securities)	Regulation which has triggered
		Number	% vis a vis total equity / Voting Capital			
Direct	Acquisition through SPA	120000000	70.44%	1200.00	Cash	Regulations 3(1) & 4 of the SEBI (SAST) Regulations, 2011

3. Acquirers / PAC

Details	Acquirer 1	Acquirer 2	PAC	Total
Name of Acquirer(s)/ PAC(s)	M/s Futurevision Consultants (P) Limited	M/s Faithadvisory Services (P)	Mrs. Anita Dham	3
Address	4, Bhanot Apartment, Local Shopping Centre, Pushp Vihar, New Delhi-110062	4, Bhanot Apartment, Local Shopping Centre, Pushp Vihar, New Delhi-110062	B-7, Geetanjali Enclave, New Delhi-110017	-
Name(s) of persons in control/promoters of Acquirer/ ~~PAC~~ where Acquirer/~~PAC~~ are Companies	Anita Dham, Anubhav Dham, Anjali Malhotra and Aarti Jain	Anita Dham, Anubhav Dham, Anjali Malhotra and Aarti Jain	Not Applicable	-
Name of the Group, if any, to which the Acquirers/~~PAC~~ belongs to	No	No	-	-
Pre Transaction shareholding ☐☐Number ☐☐% of total share capital	 Nil N.A	 Nil N.A	 1660471 0.97	 1660471 0.97
Proposed shareholding after the acquisition of shares which triggered the Open Offer	60000000 equity shares constituting 35.22% of the total paid up share capital of the Target Company.	60000000 equity shares constituting 35.22% of the total paid up share capital of the Target Company.	1660471 equity shares constituting 0.97% of the total paid up share capital of the Target Company.	121660471 equity shares constituting 71.42 % of the total paid up share capital of the Target Company.
Any other interest in the Target Company	Nil	Nil	Nil	-

4. Details of Selling Shareholder ("Seller")

Name of the Selling Shareholders	Part of promoter group (Yes/ No)	Details of shares / voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number of Shares	%	Number of Shares	%
M/s Fortune Build prop (P) Limited	Yes	125495880	73.67	5495880	3.23

5. Target Company

(a) **Name:** Newtime Infrastructure Limited

(b) **Registered Office Address:** Lotus Plaza, 732/1, Sector-14, Old M G Road, Gurgaon-122001, Haryana.

(c) **Exchanges where listed:** The Equity Shares are presently listed on the Bombay Stock Exchange Limited (BSE).

6. Other Details

(a) The Detailed Public Statement ("**DPS**") to be issued in accordance with regulation 13(4) of the SEBI (SAST) Regulations, 2011 shall be published by October 23, 2013. The DPS shall contain details of the Offer including the detailed information of the Offer Price, detailed information on the Acquirers / PAC and Target Company, Detailed reasons for the Offer, Statutory Approvals required for the Offer, Details of financial arrangements, Other terms of the Offer, Conditions to the Offer and Conditions precedent to the SPA.

(b) The Acquirers and PACs undertake that they are aware of and will comply with their respective obligations under the SEBI (SAST) Regulations, 2011 and they have adequate financial resources to meet their respective obligations under the Offer.

(c) The Offer is not Conditional upon any Minimum Level of Acceptance in terms of Regulation 19(1) of the SEBI (SAST) Regulations, 2011.

(d) This Public Announcement is not being issued pursuant to a Competing Offer in terms of Regulation 20 of the SAST Regulations,2011

(e) Completion of the Offer and the underlying transaction, as envisaged under the SPA, is subject to the satisfaction or waiver, if applicable, of the conditions precedent set out in the SPA, including receipt of required statutory approvals, if any.

Issued by the Manager to the Offer on behalf of the Acquirers & PACs

Manager to the Offer

D & A FINANCIAL SERVICES (P) LIMITED
13, Community Centre, East of Kailash,
New Delhi – 110065.
Tel nos.: 011-26419079/ 26218274;
Fax no.: 011 - 26219491;
Email: dafspl@gmail.com
Contact Person: Mr. Priyaranjan

Place: New Delhi
Date: October 15 ,2013