



Notice

Notice is hereby given that an Extraordinary General Meeting of the members of New Emerging World of Journalism Limited will be held at shorter notice (on receipt of consent from members) on **Monday, July 25, 2022 at 11:30 a.m.** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following **special business**:

1. To approve issue of 0.0001% Coupon Unsecured Compulsorily Convertible Debentures on rights basis to the existing equity shareholders of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (the “**Board**”) to create, issue, offer and allot upto 1225, 0.0001% Coupon, Unsecured Compulsorily Convertible Debentures of face value of Rs. 80,000 each, for cash, at par, aggregating to Rs. 9,80,00,000 (Rupees Nine Crore Eighty lakh only), in one or more tranche(s) or series, from time to time, to the holders of equity shares of the Company on rights basis and on the terms and conditions as set out in the explanatory statement of the Notice convening this meeting;

RESOLVED FURTHER THAT the Board is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors

Shalabh Upadhyay
Whole-time Director
DIN: 08029934

Date: July 15, 2022
Place: Mumbai

Registered Office:
C-8/8663, Sector-8,
Pocket C, Vasant Kunj,
New Delhi -110070
CIN: U74999DL2018PLC328616
Email: shalabh@thenewj.com
Tel: +91-2235010756 / 905

New Emerging World of Journalism Limited
(Formerly known as New Emerging World of Journalism Private Limited)
CIN No – U74999DL2018PLC328616



Registered Office: C-8/8663, Vasant Kunj, New Delhi – 110070, India
Head Office: 105-106, B Wing, Navbharat Estates, Sewri, Mumbai - 400015, India



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NOTES:

1. In view of the present Covid -19 pandemic, the Ministry of Corporate Affairs (“**MCA**”), has vide its circular dated May 05, 2022 read with circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 (collectively referred to as “**MCA Circulars**”), permitted the holding of Extraordinary General Meeting (“**Meeting**”) through VC or OAVM, without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 (“**the Act**”)and MCA Circulars, the Meeting of the Company is being convened and conducted through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Act, in ordinary times, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at shalabh@thenewj.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
5. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.
6. A Statement pursuant to Section 102(1) of the Act, relating to the special business to be transacted at the Meeting is enclosed herewith.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at shalabh@thenewj.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection during the Meeting.

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8. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Act, read with the articles of association of the Company in respect of which a format of the written consent is attached as **Annexure 3**. The members may either give written consent in the format as attached or by way of an email confirmation at shalabh@thenewj.com.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. In the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at shalabh@thenewj.com.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 1

The Board of Directors of the Company at its meeting held on July 12, 2022 has, subject to the approval of the members of the Company, approved the issue, offer and allotment upto 1225, 0.0001% Coupon, Unsecured Compulsorily Convertible Debentures of face value of Rs. 80,000 each (CCDs), for cash, at par, aggregating to Rs. 9,80,00,000 (Rupees Nine Crore Eighty lakh only), in one or more tranche(s) or series, from time to time, to the holders of equity shares of the Company on rights basis.

Accordingly, the approval of the members is being sought, by way of a special resolution, to issue, offer and allot CCDs on rights basis. The CCDs would be issued on the following terms:

Face Value	Each CCDs shall have a face value of Rs. 80,000
Issue price	Issue Price is Rs. 80,000 (Each CCDs of Rs. 80,000 is offered for cash, at par)
Terms of Payment	Full amount of Rs. 80,000 per CCDs applied for is payable on application.
Total Amount	Rs. 9,80,00,000 (Rupees Nine Crore Eighty lakh only)
Entitlement ratio	49:1600 that is, 49 (Forty Nine) CCDs of Rs. 80,000 each for every 1600 (One Thousand Six Hundred) existing Equity Shares held, (fractions, if any, ignored).
Interest	Throughout the term of the CCDs until conversion, the CCDs will have a fixed coupon of 0.0001% (zero point zero zero zero one percent) per annum or such higher rates as the Board may decide. The coupon on the CCDs shall accrue and be payable subject to the Company having sufficient cash flows available. Notwithstanding the above, the Board of the Company, at its discretion, shall determine the sufficiency of cash flows at an earlier date.
Tenure	CCDs shall have a tenure of 10 (ten) years unless converted earlier. The CCDs may be converted into Equity Shares at the end of the said tenure.
Conversion	CCDs shall be converted into Equity shares as per the following formula: A = B/C Where, A = Number of Equity shares to be issued upon conversion of CCD B = Face Value of CCD i.e. Rs. 80,000/- (Rupees Eighty Thousand only) C = Fair Market Value per share of the Company at the time of conversion
Mechanics of Conversion	Subject to the compliance with these terms, in order to effect

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	<p>a conversion of the CCDs, a CCD holder shall give prior written notice to the Company (“Conversion Notice”) at its registered office, of its election to convert the same and the date on which it proposes to convert the CCDs (“Conversion Date”). The Conversion Notice must be given not less than 15 (fifteen) Business Days prior to the Conversion Date.</p> <p>The Conversion Notice shall be accompanied by the debenture certificates of the CCDs which are in physical form. The Company will at its expense:</p> <p>a) as soon as practicable after the date of receipt of the Conversion Notice, and in any event on or prior to the Conversion Date (which may be extended by the CCD holder), take all such corporate, shareholder and other proceedings or action, if any, as may be required (including the process of increasing the authorized share capital of the Company, if required) to allot the Equity Shares to be allotted on conversion and deliver the share certificates as specified in the Conversion Notice;</p> <p>b) register the name of the allottee as the legal and beneficial owner of the Equity Shares on the Conversion Date; and</p> <p>c) file all relevant documents and forms with the concerned Registrar of Companies, as may be required under the applicable Laws.</p> <p>The Company will pay any and all fees, duties and taxes including stamp duty and the fees payable to the concerned Registrar of Companies in respect of the increase of authorized share capital, issue of the Equity Shares and the share certificates in respect thereof.</p>
Acknowledgement of liability	The Company hereby acknowledges its liability to the CCD holder in respect of the CCD and covenants that as and when the CCDs due to be converted in accordance with the terms mentioned in the letter of offer, the Company will effect such conversion.
No impairment	The Company will not, by amendment hereof or through any reorganization, transfer of assets, consolidation, merger, amalgamation, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Company, and will at all times in good faith assist in the carrying out of all the provisions of this terms of offer in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of CCD holder in relation to the CCDs against impairment. Without limiting the generality of the foregoing, the Company will take all such action as may be necessary or appropriate in order that the Company may validly and legally issue fully paid Equity Shares on the conversion of the CCDs.
Status of Converted CCDs	The Company covenants that (i) all Equity Shares issuable upon the conversion of any CCD will, upon issuance and

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	<p>delivery, be duly and validly issued, fully paid and free from all liens and charges with respect to the issuances thereof and that all pre-emptive rights of Shareholders with respect to the issuances thereof, if any, will have been duly waived; (ii) it will take all such actions necessary to provide for the issuance of the Equity Shares upon conversion of any CCD in accordance with the terms of the letter of offer; and (iii) if any Equity Shares issuable upon conversion of any CCD require registration with or approval of any Governmental Authority under any applicable Law before such Equity Shares may be validly issued upon conversion, the Company will secure such registration or approval.</p> <p>No fractional Equity Shares shall be issued upon the conversion of any CCDs and the number of Equity Shares to be issued shall be rounded to the next highest whole share.</p>
Ranking of equity shares on conversion	The equity shares arising out of conversion of the CCDs will rank pari passu in all respects with the then outstanding equity shares of the Company on the date of such conversion.
Taxes	Each holder of CCDs shall be responsible for its own taxes (present or future) on any coupon paid or accrued. The Company shall deduct withholding taxes, as per applicable Law, on coupon paid to the holders of CCDs.
Transfer	The CCDs shall be transferrable, subject to the provisions of the Act, the Memorandum, Articles, and any other statutory provisions, rules, directions as may be applicable to the Company, transferor and transferee concerned, by a separate instrument of transfer in Form SH-4. Subject to the terms hereof, any transfer by the CCD holders to any third party shall entitle such party to retain the same rights and responsibilities attached with the CCDs as those afforded to the transferor.
Redemption Right	The Company shall have rights to redeem the CCDs.
Listing/Trading	These CCDs will not be listed / traded in any stock exchange in India
Renunciation	Equity Shareholders shall be entitled to renounce CCDs offered to them in full or in part, in favour of any other person or persons.
Security	Since the CCDs are unsecured, no security shall be created
Application for additional CCDs	Equity Shareholders will be allowed to apply for additional CCDs.
Disposal of un-subscribed portion	Board to decide at its discretion
Conditions attached to CCDs	<p>The CCDs shall;</p> <ol style="list-style-type: none"> Not carry any rights as to voting and dividend unless converted to equity. Not confer any right on the holders thereof to participate in any issue of bonus shares or shares issued by way of capitalization of shares. Not confer any rights upon holders thereof to participate in any offer or invitation by way of rights or

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	otherwise to subscribe for additional shares in the Company.
Amendments	Subject to applicable laws, the terms of CCDs shall be capable of being amended, varied or modified pursuant to a unanimous approval of the debenture holders.

Save and except Mr. Shalabh Upadhyay and his relative, Ms. Deeksha Upadhyay, to the extent of their shareholding interest, if any, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members of the Company.

By **Order of the Board of Directors**

Shalabh Upadhyay
Whole-time Director
DIN: 08029934

Date: July 15, 2022
Place: Mumbai

Registered Office:
C-8/8663, Sector-8,
Pocket C, Vasant Kunj,
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Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The Meeting through video-conference would be conducted through Microsoft Teams which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as **Annexure 2**.

2. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
3. E-mail address of the Whole-time Director of the Company, Mr. Shalabh Upadhyay i.e. shalabh@thenewj.com is designated for correspondences / voting and all other purposes related to the Meeting.
4. For any assistance (including with technology) before or during the Meeting, members may contact the Whole-time Director, Mr. Shalabh Upadhyay on +91-2235010756 / 905.

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Annexure 2

1. Members would have received an email from Mr. Shalabh Upadhyay, Whole-time Director to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices:**

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / iPad / Android devices:**

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

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Annexure 3

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]

To
The Board of Directors
New Emerging World of Journalism Limited
C-8/8663, Sector-8,
Pocket C, Vasant Kunj,
New Delhi -110070

I/We, [-], having our registered office/residence at [-], holding [-] equity shares of Rs. 10 each representing [-%] in the Company in my/our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold the extraordinary general meeting of the Company at shorter notice on Monday, July 25, 2022 through Video Conference or Other Audio Visual Means.

Signature:

Name:

Dated:

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