



Notice

Notice is hereby given that an Extraordinary General Meeting of the Members of New Emerging World of Journalism Private Limited will be held at short notice (on receipt of consent from members) on **Wednesday, September 2, 2020 at 6:00 p.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 (hereinafter referred to as the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made under the Act and in accordance with 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 1,062 (One Thousand Sixty Two), 0.0001% (Zero point Zero Zero Zero One Percent) Coupon, Unsecured Compulsorily Convertible Debentures (“**CCDs**”) of Rs. 80,000 (Rupees Eighty Thousand) each, for cash, at par, aggregating to Rs. 8,49,60,000/- (Rupees Eight Crore Forty-Nine Lakh Sixty Thousand only), to the existing 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 for 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;

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director of the Company, be forwarded to the persons / authorities concerned for necessary action.”

2. To consider the appointment of Mr. Ravi Navinchandra Karia as a Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ravi Navinchandra Karia (DIN: 08763162), who was appointed as an Additional Director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation;

New Emerging World of Journalism Private Limited

CIN No – U74999DL2018PTC328616

Registered Office: C-8/8663, Sector-8, Pocket-C Vasant Kunj, South West Delhi, New Delhi - 110070

Head Office: 105-106, B Wing, Navbharat Estates, Sewri, Mumbai - 400015, India

E-mail: shalabhupadhyay@gmail.com || Tel. +91 9811176571



RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director of the Company, be forwarded to the persons / authorities concerned for necessary action.”

By **Order of the Board of Directors**

Shalabh Upadhyay
Whole-time Director
DIN: 08029934

Date: September 1, 2020
Place: New Delhi

Registered Office:
C-8/8663, Sector-8,
Pocket C, Vasant Kunj,
South West Delhi, New Delhi -110070
CIN: U74999DL2018PTC328616
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NOTES:

1. In view of the present Covid -19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circulars dated April 08, 2020, April 13, 2020 and June 15, 2020 (collectively referred to as “MCA Circulars”), permitted the holding of Extra-Ordinary General Meeting (“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the “Act”), the meeting of the Company is being held through VC / OAVM. The deemed venue for the Meeting shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this Meeting is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. A Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Since the Meeting will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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 together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the Meeting.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of Meeting. Members seeking to inspect such documents can send an email to shalabh@thenewj.com.
8. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the articles of association of the Company in respect of which a format of the written consent is attached as **Annexure 1**.

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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. Members attending the meeting through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as "**Annexure 2**".

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

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 September 1, 2020 has, subject to the approval of the members of the Company, approved the issue of upto 1,062 (One Thousand Sixty Two), 0.0001% (Zero point Zero Zero Zero One Percent) Coupon, Unsecured Compulsorily Convertible Debentures (“**CCDs**”) of Rs. 80,000 (Rupees Eighty Thousand) each, for cash, at par, aggregating to Rs. 8,49,60,000/- (Rupees Eight Crore Forty-Nine Lakh Sixty Thousand only), to the existing holders of equity shares of the Company on rights basis.

Accordingly, Members approval by way of a Special Resolution is being sought for the same. 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. 8,49,60,000 (Rupees Eight Crore Forty-Nine Lakh Sixty Thousand only)
Entitlement ratio	531:20000 that is, 531 (Five Hundred Thirty-One) CCDs of Rs. 80,000/- each for every 20000 (Twenty Thousand) 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 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

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Mechanics of Conversion	<p>Subject to the compliance with these terms, in order to effect 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 no 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.</p> <p>The Company will at its expense:</p> <ol style="list-style-type: none">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;register the name of the allottee as the legal and beneficial owner of the Equity Shares on the Conversion Date; andfile all relevant documents and forms with the concerned Registrar of Companies, as may be required under the applicable Laws. <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	<p>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.</p>
No impairment	<p>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.</p>
Status of Converted CCDs	<p>The Company covenants that (i) all Equity Shares issuable upon the conversion of any CCD will, upon issuance and delivery, be duly and validly issued, fully paid and free from all liens and</p>

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	<p>charges with respect to the issuances thereof and that all preemptive 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	The CCDs shall; a) Not carry any rights as to voting and dividend unless converted to equity. b) 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. c) Not confer any rights upon holders thereof to participate in any offer or invitation by way of rights or 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.

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Save and except Mr. Shalabh Upadhyay, Whole-time Director, who holds 9,999 equity shares and his relatives (Ms. Deeksha Upadyay), 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 accompanying Notice for approval by the members of the Company.

Item No. 2:

Mr. Ravi Navinchandra Karia (DIN: 08763162) was appointed as an additional director by the Board of Directors (“the Board”) on September 1, 2020. He holds office as an additional director upto the date of ensuing Annual General Meeting in terms of Section 161(1) of the Act.

Mr. Ravi Navinchandra Karia, Additional Director have confirmed that he is not disqualified from being appointed as director in terms of Section 164 of the Act and have given his consent to act as director.

Details of Mr. Ravi Navinchandra Karia pursuant to the provisions of the Secretarial Standard on General Meetings (SS2), issued by the Institute of Company Secretaries of India, is provided in the “Annexure A” to the Notice.

Mr. Ravi Navinchandra Karia is interested in the resolution relating to his own appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

This statement may also be regarded as an appropriate disclosure under the Act.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

By Order of the Board of Directors

Shalabh Upadhyay
Whole-time Director
DIN: 08029934

Date: September 1, 2020
Place: New Delhi

Registered Office:
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Pocket C, Vasant Kunj,
South West Delhi, New Delhi -110070,
CIN: U74999DL2018PTC328616
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Annexure A to the Notice dated September 1, 2020

Details of Directors retiring by seeking appointment at the Meeting

Mr. Ravi Navinchandra Karia	
DIN: 08763162	
Age	35 years
Qualifications	Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and Six Sigma Black Belt from American Society for Quality (ASQ)
Experience (including expertise in specific functional area) / Brief Resume	Mr. Ravi Navinchandra Karia aged 35 years has been associated with Reliance Industries Limited (RIL) since April 2008. He is having over 12 years of post-qualification experience in Finance, Compliance & Accounts. He is a Chartered Accountant from the Institute of Chartered Accountants of India (ICAI) and Six Sigma Black Belt from American Society for Quality (ASQ). He is currently managing Accounts and Consolidation of Jio Platforms Limited, a subsidiary of RIL.
Terms and Conditions of Appointment	Non-executive Director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	September 1, 2020
Shareholding in the Company as on March 31, 2020	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the year (2019-20)	Not Applicable
Directorships of other Boards as on March 31, 2020	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Nil

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Annexure 1

**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 Private Limited
C-8/8663, Sector-8,
Pocket C, Vasant Kunj,
South West Delhi,
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 short notice on Wednesday, September 2, 2020 through video-conference or Other Audio Visual Means.

Signature:

Name:

Dated:

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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 JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events. You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



Click on “**Join meeting**” option



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

Option 2

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

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



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

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