



**Transcript of Extraordinary General Meeting of New Emerging World of Journalism Private Limited held on Wednesday, September 02, 2020 at 6:00 p.m. through Video Conferencing.**

Ms. Deeksha Upadhyay, Director:

Good Evening!

Dear Members, Directors and Auditors, I, Ms. Deeksha Upadhyay, Director of the Company welcome all of you to the meeting.

Request, the Directors present to elect the Chairman for the meeting.

Mr. Ravi Karia:

I propose Mr. Shalabh Upadhyay as Chairman of the meeting.

Mr. Shalabh Upadhyay, Chairman:

Good Evening!

It is 6:00 P.M. and time to start the Extraordinary Meeting of New Emerging World of Journalism Private Limited.

I welcome all of you to the Extraordinary General Meeting of the Company.

Considering the present Covid -19 pandemic, the Ministry of Corporate Affairs, has vide its circulars dated April 08, 2020, April 13, 2020 and June 15, 2020, permitted the holding of the Extraordinary General Meeting through Video Conference / Other Audio Visual Means without the physical presence of the Members at a common venue. Accordingly, the meeting is being held through video-conference.

The Company has taken all feasible steps to ensure that the members of the Company are provided an opportunity to participate in the Extraordinary General Meeting and also vote. The Company has provided adequate Video Conferencing facility to the members to participate in this Meeting and also vote.

Shareholders / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

Requisite quorum is present and therefore I call the Meeting to the order.

The documents referred in the notice convening this Meeting are available and will remain accessible to the members for electronic inspection, if they so desire, till the conclusion of the Meeting.

Authorization has been lodged with the Company for 29,996 equity shares representing 74.99 percent of the Company's equity share capital.

**New Emerging World of Journalism Private Limited**

CIN No – U74999DL2018PTC328616

Registered Office: C-8/8663, Vasant Kunj, New Delhi – 110070, India

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



The Company has not received any query from the shareholders on the designated email address mentioned in the Notice calling the meeting.

I wish to introduce, for the benefit of the members, Directors on the Board of the Company:

- Myself, Ms. Deeksha Upadhyay and Mr. Ravi Karia are Directors of the Company.

Representative of the Statutory Auditor is also present at the Meeting.

Dear Shareholders,

Notice dated September 1, 2020 convening this Extraordinary General Meeting has already been circulated to the Members of the Company through email, pursuant to the MCA Circulars. The Company has received consents from its shareholders for convening and holding this meeting at a shorter notice.

With your permission, I shall take the same as read.

Being interested in the first agenda item, I request Mr. Jyoti Jain to conduct this item.

Mr. Jyoti Jain occupied the chair and conducted the proceedings for this agenda item.

Mr. Jyoti Jain: Thank you Mr. Shalabh.

I now move the resolution for Item Number 1 of the Notice:

Item No. 1: Issue of 1,062 Compulsorily Convertible Debentures on Rights Basis, by way of a Special Resolution:

This item has to be transacted to ensure compliance with the provisions of Sections 62 and 71 read with Section 102(2) of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Kiran M Thomas, member of the Company propose the resolution.

Sir, I, Arvind Tiwari, member of the Company second the resolution.

The Shareholders may seek any clarification pertaining to this item of business. None of the members of the Company sought any clarification.

Thereafter, Mr. Jyoti Jain, Chairman read the 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

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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.”

Now I put the resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

Now I request Mr. Shalabh Upadhyay to re-occupy the Chair.

Mr. Shalabh Upadhyay re-occupied the Chair.

I now move the resolution for Item Number 2 of the Notice:

Item No. 2: Appointment of Mr. Ravi Navinchandra Karia as a Director, by way of an Ordinary Resolution:

This item has to be transacted to ensure compliance with the provisions of Section 152 read with Section 102(2) of the Companies Act, 2013.

I, Shalabh Upadhyay, member of the Company propose the resolution.

May I request another shareholder to second the same.

Sir, I, Jyoti Jain, member of the Company second the resolution.

The Shareholders may seek any clarification pertaining to this item of business. None of the members of the Company sought any clarification.

Thereafter, Mr. Shalabh Upadhyay, Chairman read the resolution:

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**“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;

**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.”

Now I put the resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

All the business placed before this meeting having been concluded, I declare that the meeting stands closed.

Thank you.

I, Jyoti Jain, member of the Company propose a vote of thanks to the Chair.

Thank you.

Mr. Shalabh Upadhyay: Thank you Mr. Jain

The meeting concluded at 6:20 P.M.

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