

NEW EMERGING WORLD OF JOURNALISM PRIVATE LIMITED
CIN: U74999DL2018PTC328616
Regd. Office: C-8/8663, Sector-8, Pocket-C Vasant Kunj, South West, Delhi-110070
New Delhi, India
Email ID: shalabhupadhyay@gmail.com

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF NEW EMERGING WORLD OF JOURNALISM PRIVATE LIMITED AT THE EXTRA-ORDINARY GENERAL MEETING HELD ON FRIDAY, AUGUST 30, 2019 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT C-8/8663, SECTOR-8, POCKET-C VASANT KUNJ, SOUTH WEST, DELHI-110070.

“RESOLVED THAT pursuant to the provisions of Sections 62(3), 71(1) 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 thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to offer and issue up to 625 (Six Hundred Twenty-Five), 0.0001% (Zero point Zero Zero Zero One Percent) Coupon, Unsecured Compulsorily Convertible Debentures (“CCDs”) of Rs. 80,000/- (Rupees Eighty Thousand) each, aggregating to Rs. 5,00,00,000/- (Rupees Five Crores 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 of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

// Certified True Copy//

For New Emerging World of Journalism Private Limited

New Emerging World of Journalism Pvt. Ltd.



Director

Shalabh Upadhyay
Director
DIN: 08029934

**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PURSUANT TO
SECTION 102(1) OF THE COMPANIES ACT 2013 ("THE ACT")**

Item No. 1:

The Company has proposed to raise funds for its business operations, by issue of 625 Compulsorily Convertible Debentures ("CCDs") of Face Value of Rs. 80,000/- each for cash, at par, on rights basis, aggregating to Rs. 5,00,00,000/-. In terms of Sections 62(3) and 71(1) of the Companies Act, 2013, prior consent of the members of the Company by means of a special resolution is required to be obtained for the said issue.

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 CCD shall have a face value of Rs. 80,000/-
Issue price	Issue Price is Rs. 80,000/- (Each CCD of Rs. 80,000/- is offered for cash at par)
Terms of Payment	Full amount of Rs. 80,000/- per CCD applied for is payable on application.
Entitlement ratio	1:64 that is, 1 (One) CCD of Rs. 80,000/- each for every 64 (Sixty Four) existing Equity Shares held, (fractions, if any, ignored).
Interest	<p>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.</p> <p>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.</p>
Tenure	CCDs shall have a tenure of 10 (ten) years unless converted earlier in accordance with these terms. The CCDs may be converted into Equity Shares at the end of the said tenure.
Conversion	<p>CCDs shall be converted into Equity shares as per the following formula: $A = B/C$</p> <p>Where,</p> <p>A = Number of Equity shares to be issued upon conversion of CCD</p>

	<p>B = Face Value of CCD i.e Rs. 80,000/- (Rupees Eighty Thousand only)</p> <p>C = Fair Market Value per share of the Company at the time of conversion</p>
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; and file 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</p>

	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	<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 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.
Register of Debenture Holders	The Register of Debenture Holders shall be made in accordance with The Act and shall include the following particulars: a) the name and address of the debenture holder; b) the date of issue of the OCDs held by the debenture holder; and c) the principal amount of the OCDs held by the debenture holder.
Compliance with laws	The Company will ensure that the issue, allotment and conversion of the CCDs will be done in accordance with the Act and the applicable laws. The Company will obtain and/or file all

	relevant authorizations that may be required for conversion of the CCDs into Equity Shares.
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The Board commends the Special Resolution set out in the Notice for approval by the Members.

Save and except Mr. Shalabh Upadhyay (who holds 9,999 shares) and his relatives, the Directors of the Company or their relatives are not in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the Notice.

For New Emerging World of Journalism Private Limited

New Emerging World of Journalism Pvt. Ltd.



Director

Shalabh Upadhyay
Director
DIN: 08029934