



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 2ND ANNUAL GENERAL MEETING OF EDITORJI TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, 11TH SEPTEMBER 2020 AT 3:00 PM (IST) WHICH SHALL BE FACILITATED THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL MEANS "OAVM" TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance sheet for the financial year ending on 31st March, 2020, Profit and Loss account for the period beginning on 01st April, 2019 and ending on 31st March, 2020 and Cash flow statement for the financial year ending on 31st March, 2020 together with the Auditors' Report and Directors' Report thereon.
2. Re- appointment of Retiring Director.

"RESOLVED THAT Mr. Gopal Rathi, who retires by rotation and being eligible for reappointment, offers himself for reappointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

3. To appoint Mr. Puthoor Ramadas Ramesh as Non-Executive Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder (including statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and such other applicable regulations, Mr. Puthoor Ramadas Ramesh (DIN: 08840061), who is eligible to be appointed as Non-Executive Director of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013, proposing himself for the office of Non-Executive Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation;



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RESOLVED FURTHER THAT the Board is hereby severally authorized to make suitable entries in the statutory registers and all other relevant records and to do all other acts and deeds necessary for completing and updating the records of the Company in respect of the appointment of Mr. Puthoor Ramadas Ramesh;

RESOLVED FURTHER THAT all directors of the Company be and are hereby severally authorized to file the necessary forms in this regard and to do all such acts, deeds and things including filing of requisite intimation with the office of Registrar of Companies, as may be necessary in this regard."

By order of the Board
For Editorji Technologies Private Limited



Vikramaditya Chandra
Managing Director
DIN: 01179738

Add: Sanjovik, Khasra No. 382/2,
Mandi Road, Chattarpur, Delhi-110074

Place: New Delhi

Date: 20.08.2020

NOTES :

1. ALL THE DOCUMENTS REFERRED TO IN THE NOTICE, ARTICLES OF ASSOCIATION AND ALL OTHER RELATED DOCUMENTS AS REQUIRED UNDER THE COMPANIES ACT, 2013 ARE OPEN FOR INSPECTION ELECTRONICALLY, AS AND WHEN DEMANDED BY MEMBERS, ANYTIME DURING THE OFFICE HOURS BETWEEN 9:00 A.M TO 6:00 P.M.
2. MEMBERS/AUTHORISED REPRESENTATIVE ARE REQUESTED TO DEPOSIT ON EMAIL THE ATTENDANCE SLIP DULY FILED IN AND SIGNED FOR ATTENDING THE MEETING.
3. THAT THE COMPANY IS PROVIDING FACILITY FOR VOTING BY ELECTRONIC MEANS AND THE BUSINESS WILL BE TRANSACTED THROUGH SUCH VOTING.
4. VOTING THROUGH ELECTRONIC MEANS SHALL BE DONE EITHER THROUGH SHOW OF HANDS OR POLL, IF DEMANDED.
5. THE MEETING SHALL BE HELD THROUGH VIDEO CONFERENCING MODE OR OTHER AUDIO-VISUAL MEANS AND THE RECORDED TRANSCRIPT OF THE SAME SHALL BE MAINTAINED IN SAFE CUSTODY OF THE COMPANY.
6. THE MEETING CAN BE JOINED VIA THE LINK SHARED IN THE INVITE AND FACILITY FOR JOINING THE MEETING SHALL BE KEPT OPEN FOR 15 MINUTES BEFORE THE TIME SCHEDULED TO START THE MEETING AND SHALL BE CLOSED IN 15 MINUTES AFTER SUCH SCHEDULED TIME.
7. IN CASE ANY MEMBER NEEDS ANY ASSISTANCE WITH USING THE TECHNOLOGY OR ACCESSING THE LINK, HE MAY BEFORE OR DURING THE MEETING CONTACT HELPLINE NUMBER +91 11 40356654
8. IN CASE POLL IS REQUIRED TO BE TAKEN DURING THE MEETING ON ANY RESOLUTION, MEMBERS CAN CONVEY THEIR VOTE, THROUGH THE POLLING FORMAT PRESCRIBED UNDER THE ACT, ONLY BY SENDING EMAIL THROUGH THEIR EMAIL ADDRESSES REGISTERED WITH THE COMPANY. SUCH EMAILS SHALL BE SENT AT CORPORATE@EDITORJI.COM



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9. IN COMPLIANCE WITH THE GENERAL CIRCULAR NO. 20/ 2020 ISSUED BY MINISTRY OF CORPORATE AFFAIRS ON 05TH MAY, 2020 READ ALONG WITH GENERAL CIRCULAR NO. 14/ 2020 ISSUED ON 8TH APRIL, 2020, FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR SUCH MEETING.
10. MEMBERS MAY SEND THEIR QUESTIONS/ QUERIES IN ADVANCE AT CORPORATE@EDITORJI.COM

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item Number 3

The Company has received notice dated 19th August 2020 from Mr. Puthoor Ramadas Ramesh under Section 160 of the Companies Act, 2013, stating his intention toward his appointment as Non-Executive Director of the Company. The Company has also received from Mr. Puthoor Ramadas Ramesh (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Notice of Interest in Companies in Form MBP-1 pursuant to Section 184(1) read with Rule 9(1) of the Companies (Meeting of Board and its Powers) Rules, 2014.

The Board of Directors in its meeting held on 19th August 2020, have recommended the appointment of Mr. Puthoor Ramadas Ramesh as Non-Executive Director of the Company. As per section 152 of the Companies Act, 2013; approval of members by way of Ordinary resolution is required for appointment of any individual as director.

In order to comply with the provisions of Secretarial Standard 2 issued by the Institute of Company Secretaries of India, below are the details of proposed Director:

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| a. Age | : 55 years |
| b. Qualifications | : Master of Arts |
| c. Experience | : 30 years |
| d. Terms and conditions of appointment or re-appointment. | : NA |



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- e. Details of remuneration sought to be paid : Nil
- f. Remuneration last drawn by such person, if applicable : Nil
- g. Date of first appointment on the Board : 19th August 2020
- h. Shareholding in the company : Nil
- i. Relationship with other Directors, Manager
and other Key Managerial Personnel of the company : NA
- j. Number of Meetings of the Board attended during the year : Nil
- k. Other Directorships : Nil
- l. Other Membership/ Chairmanship of Committees of other Boards. : Nil

The proposed Resolution as set out at Item No. 3 is an enabling resolution for appointment of Mr. Puthoor Ramadas Ramesh as director on the Board of the Company with immediate effect.

None of directors/key managerial personnel/their relatives of the company are concerned or interested in this resolution.

**By order of the Board
For Editorji Technologies Private Limited**





Vikramaditya Chandra
Managing Director
DIN: 01179738

**Add: Sanjovik, Khasra No. 382/2,
Mandi Road, Chattarpur, Delhi-110074**

Place: New Delhi

Date: 20.08.2020