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NOTICE

NOTICE IS HEREBY GIVEN THAT THE 3rd ANNUAL GENERAL MEETING OF EDITORJI TECHNOLOGIES PRIVATE LIMITED WILL BE HELD ON FRIDAY, 30TH DAY OF JULY, 2021 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 2021, Profit and Loss account for the period beginning on 01st April, 2020 and ending on 31st March, 2021 and Cash flow statement for the financial year ending on 31st March, 2021 together with the Auditors' Report and Directors' Report thereon.**
- 2. To re-appoint Mr. Vikram Mehra, who retires by rotation & being eligible offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Mr. Vikram Mehra (DIN: 03556680), who retires by rotation at this meeting and being eligible has offered himself for reappointment, be & is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

- 3. Waiver of recovery of excess managerial remuneration and approval of remuneration paid/ to be paid to Mr. Vikramaditya Chandra, Managing Director**

To consider and if thought fit to pass, the following as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the ratification/ waiver of excess managerial remuneration paid to Mr. Vikramaditya Chandra [Director Identification Number (DIN): 01179738], Managing Director of the Company for the Financial Years 2020-21, which was in excess of maximum remuneration permissible under the Act;

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof) and the Articles of Association of the Company, approval of the members be and is hereby accorded to the annual managerial remuneration of Mr. Vikramaditya Chandra, Managing Director, of the Company paid/ to be paid for Financial Years 2021-22 onwards, as per the Employment Agreement executed between the Company and Mr. Vikramaditya Chandra;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorized to finalize, settle and execute such



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document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid resolution and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to 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: 5th July, 2021**



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NOTES:

- 1. ALL THE DOCUMENTS REFERRED TO IN THE NOTICE, ARTICLES OF ASSOCIATION, REGISTER OF DIRECTORS AND KMPS UNDER SECTION 170 OF COMPANIES ACT, 2013 AND REGISTER OF CONTRACTS UNDER SECTION 189 OF COMPANIES ACT, 2013 AS REQUIRED UNDER THE COMPANIES ACT, 2013 ARE OPEN FOR INSPECTION ELECTRONICALLY, AS AND WHEN DEMANDED BY MEMBERS**
- 2. MEMBERS/AUTHORISED REPRESENTATIVE OF BODY CORPORATE MEMBERS ARE REQUESTED TO DEPOSIT ON EMAIL THE RESOLUTION AS PASSED UNDER SECTION 113 OF COMPANIES ACT, 2013 DULY SIGNED FOR ATTENDING THE MEETING.**
- 3. THAT THE COMPANY IS PROVIDING FACILITY FOR VOTING BY AUDIO VISUAL 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 PUBLISHED AS PER THE PROVISIONS OF THE ACT.**
- 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 9560489977**
- 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 BISWAJIT@EDITORJI.COM**
- 9. IN COMPLIANCE WITH THE GENERAL CIRCULAR NO. 20/ 2020 & 02/2021 ISSUED BY MINISTRY OF CORPORATE AFFAIRS ON 05TH MAY 2020 & 13TH JANUARY 2021 RESPECTIVELY, 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.**



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10. MEMBERS MAY SEND THEIR QUESTIONS/ QUERIES IN ADVANCE AT CORPORATE@EDITORJI.COM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

ITEM NO. 3

WAIVER OF RECOVERY OF EXCESS MANAGERIAL REMUNERATION AND APPROVAL OF REMUNERATION PAID/ TO BE PAID TO MR. VIKRAMADITYA CHANDRA, MANAGING DIRECTOR

Mr. Vikramaditya Chandra, (DIN): 01179738, was appointed as a Managing Director by way of employment Agreement dated 11th July 2020.

The managerial remuneration paid to Mr. Chandra exceeded the limit under Section 197 read with Schedule V of the Companies Act, 2013 (“the Act”).

As per the provisions of Act, the Company is required to seek approval for waiver of excess remuneration paid to Mr. Chandra for the Financial Years 2020-21 and to approve the remuneration paid/ to be paid for Financial Year 2021-22 onwards.

Therefore, the Members are requested to grant their approval for waiver/ ratification of excess managerial remuneration paid to the said Director during the Financial Year 2020-21 and to approve remuneration paid/ to Mr. Chandra from Financial Year 2021-22 onwards.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Vikramaditya Chandra is, in any way concerned or interested, financially or otherwise, in the proposed resolution. The Board of Directors recommend the Special Resolutions set forth in Item Nos. 3 for approval of the Members.

The following additional information as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General information:

1. Nature of industry

The Company is engaged in the business of providing curated short video news service under the brand name “Editorji”. Editorji is a short format video news app, a one-stop for all that you need to know, about things you want to know. Its standout AI-powered customisation feature ensures that you get only the 'News That Fits You'.

2. Date or expected date of commencement of commercial production: September 2018



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3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable as the Company is an existing Company
4. Financial performance based on given indicators:

Particulars	For the financial year ended on 31.03.2021 (In Rs.)	For the financial year ended on 31.03.2020 (In Rs.)
Total Revenue	80,90,433/-	1,83,03,890/-
Less: Total Expenditure including depreciation	15,22,51,347/-	24,35,63,156/-
Profit/(Loss) before Tax	(14,41,60,914)/-	(22,52,59,266)/-
Less: Tax expenses		
Current Tax:	-	-
Deferred Tax:	5,07,49,819/-	(5,77,34,692)/-
MAT Credit:	-	-
Profit/(Loss) after Tax	(19,49,10,733)/-	(16,75,24,574)/-

5. Foreign investments or collaborations, if any.

The Company has neither made any Foreign Investments nor entered any collaborations during the last Financial Year

II. Information about the appointee:

1. Background details

Vikramaditya Chandra is an Indian TV journalist and technology expert, who is the founder of Editorji Technologies. He was the CEO of NDTV Group from 2011 to October 2016. He is considered among the leading journalists in India today. Chandra's reputation as a journalist was built while covering the Kashmir conflict. He is the former anchor for the Nine O'clock News, Gadget Guru and of The Big Fight.

2. Past remuneration

During the Financial Year ended March 31, 2020, and March 31, 2021, Rs. 92,14,050/- and Rs.1,42,58,011/- was paid to Mr. Chandra respectively.

3. Recognition or awards:

In 2007, Chandra received the designation "Global Leader for Tomorrow" from the World Economic Forum in Davos when he was selected as a "Young Global Leader. He has twice won the Hero Honda Indian Television Academy Award for Best Anchor for a Talk Show for *The Big Fight* in 2005 and 2008



and the Teacher's Achievement Award for Communication, amongst other coveted recognitions.

4. Job profile and his suitability:

Editorji is Mr. Vikramaditya Chandra's brainchild and founder of the company. Mr. Chandra is a journalist of repute and has been the group CEO of NDTV Ltd., a publicly listed media company

5. Remuneration proposed:

The approval of the Members is being sought for waiver of excess managerial remuneration paid to Mr. Chandra, Managing Director as follows: -

Particulars	F.Y. 2020-21
Ceiling on managerial remuneration as per Companies Act, 2013	Rs. 84,00,000/-
Amount actually paid as Remuneration	Rs.1,42,58,011/-
Excess Remuneration	Rs. 58,58,011/-

Further, approval is sought to pay an annual remuneration of INR 2,00,00,000/- to Mr. Chandra

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile, knowledge, skills, and responsibilities shouldered by Mr. Chandra, the remuneration paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.

Besides the remuneration paid to Mr. Chandra, he does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors

III. Other information:

1. Reasons of loss or inadequate profits:

The covid pandemic lead to most companies cutting down on their advertising spends, which had a direct impact on the revenue plans of Editorji. To conserve cash during the financial year, the company cut down on its proposed marketing budgets, which had a direct impact on the growth and revenue generating potential of the company



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2. Steps taken or proposed to be taken for improvement:

The company had expanded its distribution reach and is now also available on Smart TVs, which is the future of television. The company also proposes to adequately market the brand to increase visibility and create brand awareness, which is the key to establishing it as a premium curated video content platform. The company recently introduced Bengali as a language on the app and during the financial year proposes to introduce 3 other Indian languages to its offering. The Editorji app also has been ad free to increase user retention, but proposes to introduce ads on its platform

3. Expected increase in productivity and profits in measurable terms:

The content consumption in India has moved to local and vernacular, the introduction of multiple Indian languages will give the company an edge in capturing the vernacular audience, increase the userbase and lead to larger revenue. Expansion to television screens will also open up newer advertising opportunities.

**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: 5th July, 2021**