

NORTH EASTERN PUBLISHING & ADVERTISING COMPANY LTD.

CIN : L22122AS1981PLC001884

Registered Office :

Room No. 5, 1st Fl. H.M. Market, T.R. Phookan Road
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CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTION PASSED BY THE SHAREHOLDERS AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY NORTH EASTERN PUBLISHING AND ADVERTISING COMPANY LTD. HELD AT REGD. OFFICE AT ROOM NO. 5, 1ST FLOOR, H M MARKET, T. R. PHOOKAN ROAD, GUWAHATI-781001, INDIA ON THURSDAY DATE 19TH OCTOBER 2023 AT 11:00 AM.

SPECIAL BUSINESS- SPECIAL RESOLUTION

- 1. To alter Memorandum of Association of the Company by changing the object clause of the Company.**

"RESOLVED THAT pursuant to the provisions of section 4, 13 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment thereof, for time being in force) and read with applicable Rules made thereunder, consent of the Board of Directors is hereby accorded and subject to approval of the shareholders of the company and , subject to approval by registrar of companies for amendment in the existing Object Clause of the Memorandum of Association (the MOA) of the Company pursuant to surrender of the NBFC Certificate of Registration obtained from RBI and its consequent cancellation, in the following manner:-

Clause III (A) of the MOA be altered by deleting and substituting sub clause 5 which reads as under:

To delete:

"To carry on business of an Investment Company, to purchase, acquire, hold, invest, sell, transfer, dispose off or otherwise deal in shares, stocks, debentures, debenture stocks, bonds and securities of any kind issued or guaranteed by any company, corporation or undertaking private or public and to deal in real estates or properties either out of its own funds or out of funds that the company might borrow and to vary or otherwise dispose off, exchange, transfer or alienate any of its investments, real estates and properties."

To insert/ substitute with the following object:

"To engage in business of and investors in real estate for the benefit of its members, customers and general public and in particular of purchase sale and trading of land/ or buildings and owning, buying, selling, developing, hiring, letting, sub-letting, maintaining, allotting, transferring allotment, administering, exchanging, mortgaging, accepting mortgage, renting, leasing, sub leasing, surrendering, accepting surrender, accepting lease tenancy or sub tenancy, constructing, reconstructing, repairing, maintaining, extending, altering or demolishing land, buildings, tenements, blocks, flats, apartments, offices, godowns, garages, Industrial Sheds and Workshops, Factory building and building sites through its own agency or through contractors and purchasing , holding in stock or selling materials or trading in construction materials and building accessories, electrical, sanitary, plumbing, and other fixtures, fittings, equipment, plant, machinery tools and appliances including furniture, fixtures, household goods and decoration materials."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the directors of the Company are hereby severally authorized on behalf of the company to do all acts, deeds, matters and things as may be necessary, proper or desirable to sign and execute all necessary applications, documents and e- form as may be required with the ROC."

2. To shift Registered office of the Company from the State of Assam to the State of West Bengal, under the jurisdiction of Registrar of Companies, Kolkata and make consequent amendments to the Memorandum of Association of the Company

"RESOLVED THAT pursuant to provisions of Section 4, 12, 13, and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any amendments, enactments, modification thereof for the time being in force) made thereunder and subject to the approval of Regional Director of Ministry of Corporate Affairs, North Eastern Region, and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members of the Company be and is hereby accorded for shifting of the registered office of the Company from its current location at "ROC Shillong" to the State of West Bengal under the jurisdiction of "Registrar of Companies, Kolkata" and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II The registered office of the Company will be situated in the State of West Bengal

"RESOLVED FURTHER THAT Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to prepare, sign and file the necessary application, affidavits and such other documents as may be necessary in connection with petition seeking confirmation of the Regional Director and / or any other authorities as may be required, to issue notices to the general public, creditors, etc. and also serve a copy of the petition to the applicable authorities as well jurisdictional registrar of companies and to appoint any professionals and advisors to appear, represent, enter appearance on behalf of the Company and to act for every purpose connected with all the proceedings in the application for approval for shifting of registered office of the Company before the Central Government, the Regional Director, or any other authorities and to take such other steps as may become necessary in this regard including signing and filing of application / petition / reply / letter / confirmation / undertaking etc., if required, before the applicable statutory and regulatory authorities under provisions of applicable law and to make such alteration, modification and corrections as may be required in the petition and such forms, documents, papers annexed with the same and to do all such acts, deed, things as may be required, so as to give effect to the aforesaid resolution."

For North Eastern Publishing and Advertising Company Ltd.

Chand Ratan Modi
Director
DIN: 00343685



Explanatory Statement Pursuant To Section 102 of Companies Act, 2013

Item No.: 1.

The company had applied for voluntary exit from NBFC business to RBI by surrender of CoR of NBFC on date July 01, 2023, pursuant to which under section 45 I A (6) of RBI Act, 1934, the CoR issued by RBI stands cancelled w.e.f. date 24.08.2023.

For the aforesaid purpose Alteration is required in Main Object clause of Memorandum of Association (MOA) - Clause III (A) of the MOA to be altered by deleting and substituting sub clause 5 of the company pursuant to the provisions of section 4, 13 and other applicable provisions, if any, of the Companies Act 2013 and relevant to the surrender of the NBFC Certificate of Registration obtained from RBI and its consequent cancellation and to substitute with the object of Real estate business which company is pursuing and as more appropriate to business activity, following assertion had been made.

In this context board of directors of the company had called the board meeting date 25.09.2023 via notice of board meeting dated September 16, 2023 and has approved the alteration in MOA, subject to requisite approvals and recommended the same for members' approval by way of Special Resolution.

Item No.: 2.

Shifting of Registered Office of your Company is presently situated in the State of Assam within the jurisdiction of Registrar of Companies, Shillong. For ease of administration and cost effectiveness, it is proposed by the Board of Directors at their meeting to shift registered office of the Company from "ROC Shillong" to the State of West Bengal under the jurisdiction of "Registrar of Companies, Kolkata" subject to approval of members of the Company and Regional Director, Ministry of Corporate Affairs, Government of India, North Eastern Region, Shillong. The proposed shifting would enable to bring operational synergies and aid the management in running the business operations more effectively. In terms of the provisions of 13 of the Companies Act 2013 read with Rule 28 of the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from the jurisdiction of ROC Shillong to the jurisdiction of ROC Kolkata, requires the approval of Members by way of Special Resolution and Regional Director, Ministry of Corporate Affairs, Government of India, North Eastern Region, Shillong.

In terms of the provisions contained in section 13 of the Companies Act, 2013 the alteration of clause -II of the Memorandum of Association (MOA) pertaining to situation of the Registered office of the Company requires approval of the members by Special Resolution and further requires confirmation by the Central Govt. (Power delegated to Regional Director).

In this context, the Board of Directors at their meeting held on 25th September, 2023 has approved shifting of registered office from the State of Assam to the state of West Bengal and subsequent alteration in clause II of the Memorandum of Association of the Company, subject to requisite approvals and recommended the same for members' approval by way of Special Resolution.

None of the Directors and their relatives is concerned or interested in the passing of the aforesaid resolution (s), except to the extent of their shareholding, if any.

For North Eastern Publishing and Advertising Company Ltd.



Chand Ratan Modi
Director
DIN: 00343685

