



Independent News Service Pvt. Ltd.

India TV Broadcast Centre

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CIN: U99999DL1997PTC087635

NOTICE FOR CONVENING EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF INDEPENDENT NEWS SERVICE PRIVATE LIMITED ("COMPANY") WILL BE HELD ON MONDAY, NOVEMBER 22, 2021 AT 12.00 NOON AT INDIA TV BROADCAST CENTRE, B - 30, SECTOR - 85, NOIDA – 201 305, UTTAR PRADESH TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS

1. ALTERATION OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 4, 13 and other applicable provisions of Companies Act, 2013 ("Act") read with applicable rules framed thereunder (including any statutory amendment, modification or re-enactment thereof, for the time in force), the new set of Memorandum of Association enclosed hereto in the format of Table A of Schedule I to the Act, without alteration of name, place of registered office, main objects or authorized share capital, be and is approved by the shareholders and adopted in substitution for, and to the exclusion, of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper, or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Memorandum of Association of the Company, as approved by the Board and the shareholders of the Company and/ or generally to give effect to the foregoing resolutions."



2. ALTERATION OF ARTICLES OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, read with applicable rules framed thereunder (including any statutory amendment, modification, or re-enactment thereof, for the time in force), the new set of Articles of Association enclosed hereto, be and is hereby approved by the shareholders and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies/ Ministry of Corporate Affairs), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the shareholders of the Company and/ or generally to give effect to the foregoing resolutions."

Registered office:

B-39, Okhla Industrial Area,
Phase - I
New Delhi-110020

Place: Noida

Date: October 29, 2021

By order of the Board of Directors

For INDEPENDENT NEWS SERVICE PRIVATE LIMITED

-Sd-

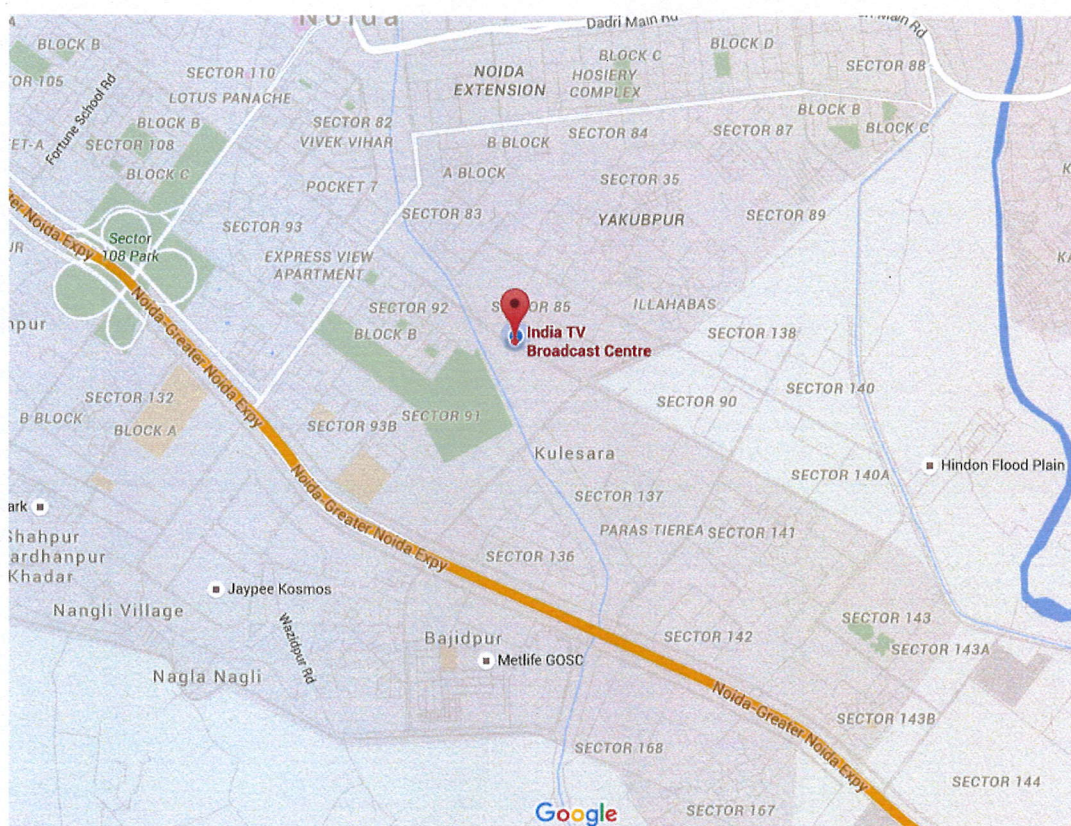
Rajat Sharma

Chairman

(DIN: 00005373)

NOTES:

1. Member entitled to attend and vote at the extraordinary general meeting is entitled to appoint a proxy or proxies to attend and vote on behalf of himself /herself and that proxy need not be a member of the company.
2. In order for the proxies to be effective, the proxy forms duly completed and stamped should reach or must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the special businesses to be transacted at the proposed meeting of shareholders is annexed hereto and marked as **Annexure – 1**.
4. The Company shall send the notice together with all relevant annexures by email to all the shareholders at their email addresses registered with the Company for communication.
5. The altered Memorandum and Articles of Association of the Company are open for inspection, in physical form, for the members at the Registered Office and the Corporate Office of the Company between 10 A.M. and 5.30 P.M. till the date of the Extra-Ordinary General Meeting.
6. The route map for the venue of the meeting is as under:



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

Item no. 1 & 2

The Companies Act, 2013 ("**New Act**"), read with Rules made thereunder, has brought out various changes in the provisions that were contained in the Companies Act 1956 ("**Old Act**"). The existing Memorandum and Articles of Association of the Company is based on the provisions of the Old Act. Hence, it is considered desirable to adopt new set of Memorandum and Articles of Association of the Company to bring it in line with the provisions of the New Act.

Pursuant to the provisions of Section 4, 13 and 14 of the Companies Act, 2013 read with the applicable Rules, consent of the shareholders is sought by way of special resolution for adoption of new set of Memorandum and Articles of Association of the Company.

It may be noted that no alteration is proposed under Memorandum of Association which may require prior approval of any regulatory authority such as change of name of the Company, its main objects or authorized capital of the Company.

Board recommends the resolution for the approval of the members.

The Directors, Manager, Key Managerial Personnel and their relatives who are the members of the Company may be deemed to be concerned or interested in the above Resolutions No. 1 & 2 to the extent of their respective shareholdings in the Company to the same extent as that of every other member of the Company.

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Rajat Sharma

Chairman