

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of Independent News Service Pvt. Ltd. will be held at the Registered Office of the Company at B-39, Okhla Industrial Area Phase - I, New Delhi - 110 020 on Friday, September 16, 2022 at 12.00 Noon for transacting the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statements for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statements for the financial year ended March 31, 2022 and the Report of the Auditors thereon.
2. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, as may be applicable, M/s. MNA & Co., Chartered Accountants, (Firm's Registration No. 030347N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Twenty Fifth Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting of the Company to be held in the year 2027 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor."

RESOLVED FURTHER THAT Ms. Ritu Dhawan (holding DIN 00005381), Managing Director of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for the purpose of giving effect to this resolution."

SPECIAL BUSINESS

3. Ratification of remuneration of Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. V. J. Talati & Co, Cost Accountants (Firm Registration No. R00213), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the

financial year ending 31st March 2023, amounting to ₹ 0.65 lakhs (Rupees Sixty Five Thousand only), as also the payment of taxes, as applicable in connection with the aforesaid audit, be and is hereby ratified."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board of Directors

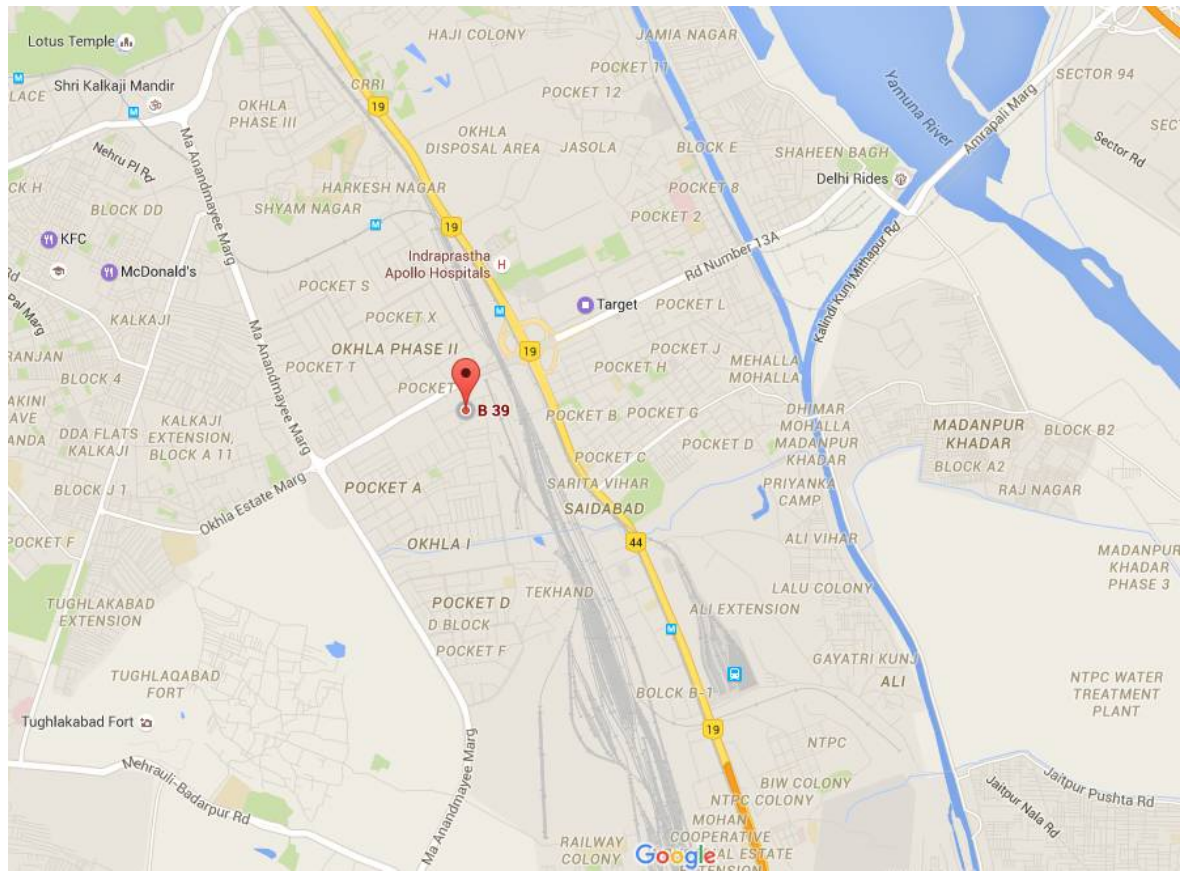
Place: Noida
Dated: July 19, 2022

-Sd-
Rajat Sharma
Chairman
(DIN:00005373)

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the Special business to be transacted under item no. 3 of the notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
3. Members are requested to notify any change in their address immediately to the Registered Office of the Company.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. All the documents referred to in the notice, if any, are open for inspection at the Company's registered office and corporate office during normal business hours on all working days.
6. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under item no. 3 of the accompanying notice.

Item No. 3

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"). The Board has approved the appointment and remuneration of M/s. M/s. V. J. Talati & Co, Cost Accountants (Firm Registration No. R00213) to conduct the audit of the cost records of the Company for the financial year ending 31st March 2023 at ₹ 0.65 lakhs.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at item no. 3 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2023. The Board commends the Ordinary Resolution set out at item no. 3 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at item no. 3 of the accompanying notice.

For and on behalf of the Board of Directors

Place: Noida
Dated: July 19, 2022

-Sd-
Rajat Sharma
Chairman
(DIN:00005373)