

NOTICE

Notice is hereby given that the Twenty Seventh 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 27, 2024 at 10.00 a.m. for transacting the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the audited financial statements for the financial year ended March 31, 2024 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, 2024 and the Report of the Auditors thereon.

SPECIAL BUSINESS

2. 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 2025, 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 authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Amendment in Articles of Association of the Company

To consider & if thought fit, to pass the following resolution as a 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) and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required, the approval of the Members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Articles of Association of the Company:



Following new Article No. 51A be inserted after Article No.51:

VIII (A) Dematerialization of Securities

51 A.

a. Definitions:

For the purpose of this article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository.

'SEBI' means the Securities and Exchange Board of India.

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act,1992; and

'Security' means such security as may be specified by SEBI from time to time.

b. Dematerialisation of Securities

Notwithstanding anything contained in these articles, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form, and rematerialize its securities pursuant to the Depositories Act, 1996, and the rules framed thereunder, if any.

c. Options for investors

Subject to Rule 9B of Companies (Prospectus and Allotment of Securities) Rules, 2014, every person subscribing to securities offered by the company shall hold the securities with a depository and the company shall intimate such depository the details of allotment of the security and/or transfer of securities in his name and on receipt of the information, the depository shall enter in its record the name of the allottee and/or transferee as the beneficial owner of the security.

d. Securities in Depositories to be in Fungible Form

All securities held by a depository shall be dematerialised and be in fungible form.

e. Distinctive Numbers of Securities held in a Depository

Nothing contained in the Act or these articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.

f. Rights of Depositories and Beneficial Owners

(i) Notwithstanding anything to the contrary contained in the Act or these articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.

(ii) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(iii) Every person holding securities of the company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f. Service of Documents

Notwithstanding anything to the contrary contained in the Act or these articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.

g. Transfer of Securities

Nothing contained in Section 56 of the Act or these articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. In case of transfer of shares held in dematerialized form, the provisions of the Depositories Act shall apply.

h. Allotment of Securities Dealt in a Depository

Notwithstanding anything contained in the Act or these articles, where securities are dealt with in a depository, the company shall intimate the details thereof to the depository immediately on allotment and/or registration of transfer of such securities.

j. Register and Index of Beneficial Owners

The register and index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the register and index of members and security holders for the purposes of these articles.

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 amendment in the 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."

For and on behalf of the Board of Directors

Place: Noida
Dated: September 3, 2024

-Sd-
Rajat Sharma
Chairman
(DIN:00005373)

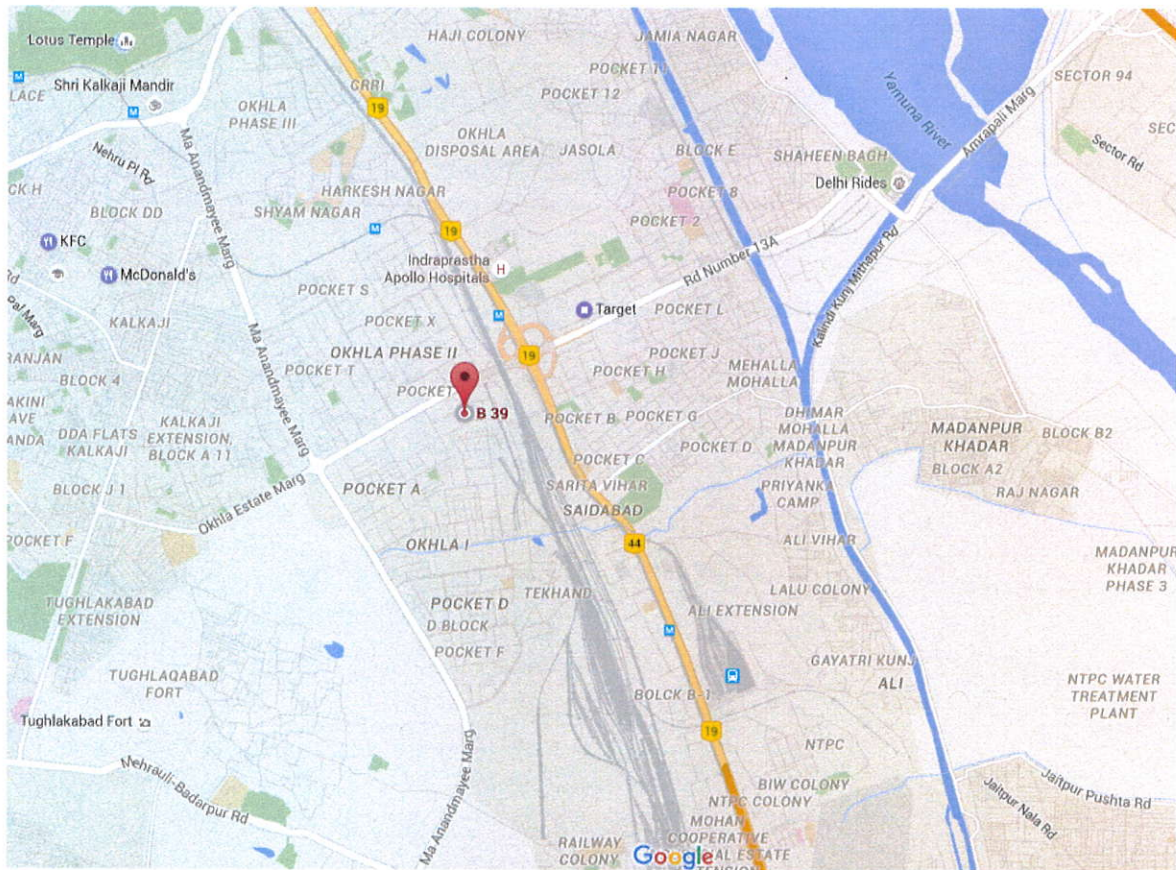
NOTES:-

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. 2 & 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 copy of draft altered Articles of Association of the Company would be available for inspection, in physical form, for the members at the Registered Office and the Corporate Office of the Company, on any working day, between 10 A.M. and 5.30 P.M. upto and including the date of the Annual General Meeting.
7. A route map along with prominent landmark for easy reach to the venue of the 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. 2 & 3 of the accompanying notice.

Item No. 2

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 2025 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. 2 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2025. The Board commends the Ordinary Resolution set out at item no. 2 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. 2 of the accompanying notice.

Item No. 3

As per Rule 9B of Companies (Prospectus and Allotment of Securities) Rules, 2014, the Company has to facilitate dematerialisation of all of its securities. The Company has sought admission of/admitted its securities in the Depository system of Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) to dematerialize the certificates of the shareholders of the Company who may wish to do so and have appointed Link Intime India Private Limited as Registrar & Transfer Agent (RTA) of the Company.

The depository system of holding securities in an electronic mode is a far safer and more convenient method of securing, holding and trading in the securities of a company.

It is, therefore, proposed that the Company's Articles of Association be suitably altered, as set out in the proposed resolution to enable it to dematerialise its securities. The resolution contains (i) definitions of some of the important terms used in the system; (ii) dematerialisation of securities; (iii) options for investors; (iv) securities in depositories to be in fungible form; (v) distinctive numbers of securities held in a depository; (vi) rights of depositories and beneficial owners; (vii) service of documents; (viii) transfer of securities; (ix) allotment of securities dealt in a depository; and (x) register and index of beneficial owners.

As per the provisions of Section 14 and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014, approval of the Members of the Company by way of a Special Resolution is required for alteration in the Articles of Association.

The Board commends the Special 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 in anyway, concerned or interested, financially or otherwise, either directly or indirectly in passing of the said Special Resolution, save and except to the extent of their respective interest as shareholders of the Company.

For and on behalf of the Board of Directors

Place: Noida
Dated: September 3, 2024

-Sd-
Rajat Sharma
Chairman
(DIN:00005373)