

NOTICE

Notice is hereby given that the Twentieth 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 1, 2017 at 12.00 Noon for transacting the following business:

ORDINARY BUSINESS

1. To consider and adopt:

- (a) the audited Profit & Loss Account of the Company for the period from April 01, 2016 to March 31, 2017 and the Balance Sheet as at March 31, 2017, and the Schedules and Notes appended thereto and the Cash Flow Statement for the year ended on March 31, 2017 together with the Directors' Report and Auditors' Report thereon; and
- (b) the audited consolidated Profit & Loss Account of the Company for the period from April 01, 2016 to March 31, 2017 and the Balance Sheet as at March 31, 2017, and the Schedules and Notes appended thereto and the Cash Flow Statement for the year ended on March 31, 2017, together with the Auditors' Report 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 is hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors, M/s. Shareef & Associates, Chartered Accountants (Firm's Registration No. 0421N), to hold office from the conclusion of this Twentieth Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting of the Company to be held in the year 2022, subject to ratification as to the said appointment at every Annual General Meeting, 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. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an ordinary resolution:

"RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made there under, Mr. Sanjay Mehta (DIN: 00297971), who was appointed as an additional Director of the Company by the Board of Directors with effect from December 10, 2016 and who holds office upto the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

For and on behalf of the Board of Directors

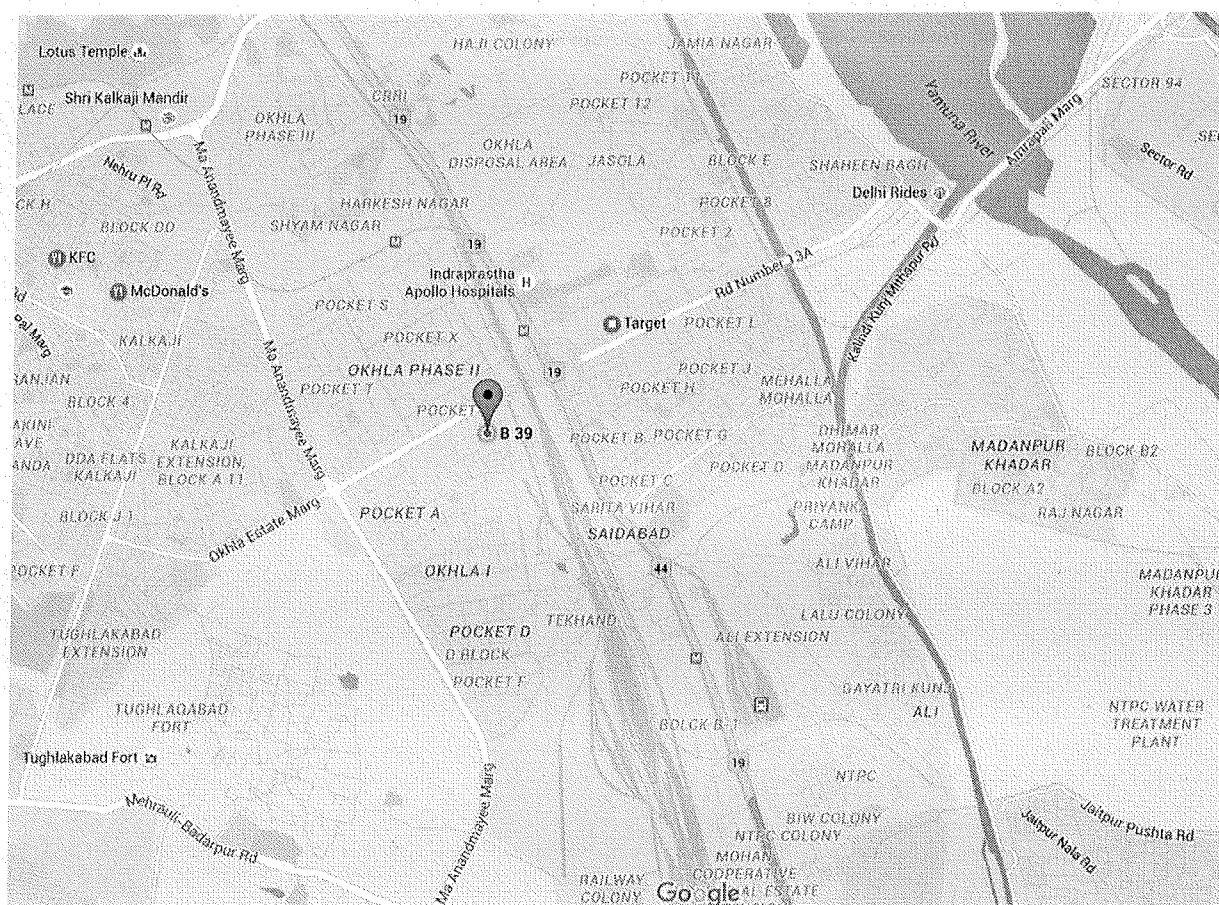
Place: Noida
Dated: June 30, 2017

-Sd-
Rajat Sharma
Chairman
(DIN:00005373)
A-20, First Floor,
Pamposh Enclave,
Greater Kailash - I,
New Delhi - 110 048

NOTES:-

1. 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.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the annual general meeting is annexed.
3. 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.
4. 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.
5. A route map along with prominent landmark for easy reach to the venue of Annual General Meeting is annexed with this notice.



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The Board of Directors of the Company had appointed Mr. Sanjay Mehta (DIN: 00297971), as an Additional Director of the Company, with effect from December 10, 2016. The Company has received approval from the Ministry of Information & Broadcasting for his appointment. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Mehta holds office till the date of this Annual General Meeting. In this regard, the Company has received a request in writing from a member of the Company proposing appointment of Mr. Mehta as a Director of the Company. The Board feels that presence of Mr. Sanjay Mehta on the Board is desirable and would be beneficial to the company and hence recommends the Ordinary resolution as set out in Item No 3 for approval of Members.

INTEREST OF THE DIRECTORS

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution as set out in Item No 3.

The Board recommends the resolution set forth in Item No. 3 of the Notice for approval of the members.

For and on behalf of the Board of Directors

Place: Noida
Dated: June 30, 2017

-Sd-
Rajat Sharma
Chairman
(DIN:00005373)
A-20, First Floor,
Pamposh Enclave,
Greater Kailash - I,
New Delhi - 110 048