NOTICE

SHORTER NOTICE IS HEREBY GIVEN THAT THE FIRST EXTRA ORDINARY GENERAL MEETING OF BUSINESS STANDARD PRIVATE LIMITED FOR THE FINANCIAL YEAR 2020-21 WILL BE HELD MONDAY ON JULY 20, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT NEHRU HOUSE, 4, BAHADUR SHAH ZAFAR MARG, NEW DELHI-110 002 AT 02.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS

I. **ITEM NO. 1**

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

   **TO CONSIDER INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

   "RESOLVED THAT pursuant to the provisions of Section 13, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, approval of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs.1,78,00,00,000/- (Rupees One Hundred Seventy Eight Crores only) consisting of 17,80,00,000 (Seventeen Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each to Rs.1,88,00,00,000/- (Rupees One Hundred Eighty Eight Crores only) consisting of 18,80,00,000 (Eighteen Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each."

   "FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

   5. The Authorised Share Capital of the Company is Rs.1,88,00,00,000/- (Rupees One Hundred Eighty Eight Crores only) consisting of 18,80,00,000 (Eighteen Crore Eighty Lakh) Equity Shares of face value Rs.10/- (Rupees Ten Only).

   **FURTHER RESOLVED THAT** any director or company secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution(s)."
By Order of the Board
For Business Standard Private Limited

Date: 18/07/2020
Place: New Delhi

Sd/-
Manoj Sharma
Company Secretary
Membership No. F-10385
Address: O-10, Geeta Enclave, Uttam Nagar, N.D.

NOTES

1. The company has received consent from the members to conduct the EGM on shorter notice in accordance with section 101 of the Companies Act, 2013.

2. The EGM shall be conducted through VIDEO CONFERENCE ONLY due to pandemic caused by COVID-19 prevailing in the country, and the recorded transcript of the same shall be maintained in safe custody of company secretary; the passcode to attend the EGM through VIDEO CONFERENCE on ZOOM platform is business and the link for the same is: https://us04web.zoom.us/j/5596510583?pwd=aENYUHo4bkk5TFo2QndIWkxZVDB1Zz09 the members are requested to share the said passcode on need to know basis i.e. with their respective ARs only.

3. The facility for joining the EGM shall open at 01:45 p.m. i.e. fifteen minutes before the starting of the EGM and shall not be closed till the expiry of fifteen minutes after the starting of the EGM at 02:00 p.m.

4. Members joining EGM through VIDEO CONFERENCE shall be counted for the purpose of quorum.

5. Members joining EGM through VIDEO CONFERENCE shall elect one of themselves to be the Chairman of the meeting(EGM).

6. Since the physical presence of members has been dispensed with, and the EGM shall be held through VC only, the facility to appoint proxy by the members SHALL NOT BE AVAILABLE.

7. The sole resolution put to the vote of the meeting shall be decided on the basis of majority’s assent/dissent to be given by their registered email ids to the company secretary’s email id i.e. manoj.sharma@bsmail.in.

8. In case, poll is required to be undertaken; the members can convey their votes through their registered email ids with the company to the company secretary’s email id i.e. manoj.sharma@bsmail.in.

9. The members need to click on the link provided in the email notice (they can copy and paste the same on the Google as well) and can join the EGM through their laptop, PC and/or smart mobile phone. In case of any difficulty; the members may call the company secretary at 91-9871696860.
10. The members are hereby requested to contact the company secretary at manoj.sharma@bsmail.in or call at 91-9871696860 to intimate any change in their respective email ids(if any) or in case they wish to register any other email id, as their registered email id in place of the current email id, with the company.

11. Corporate members to authorize representative to attend the meeting through resolution.

12. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.

13. All the documents including registers of directors and KMP and their shareholding (section 70), Register of contracts or arrangements (Section 189), Register of Members and share transfer books etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scan copy of the same on request received from the member in this regard through their registered email ids with the company.
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT 2013

As required by sub section 1 of Section 102 of the Companies Act, 2013, the following explanatory statement set out all the material facts relating to Item No. 1 of the accompanying Notice dated February 20, 2020.

**Item No. 1**

The Current Authorized Capital of the Company is **Rs.1,78,00,00,000/- (Rupees One Hundred Seventy-Eight Crores only)** and the paid up share capital of the Company is **Rs. 1,728,148,870 (Rupees One Hundred Seventy-Two Crores Eighty-One Lakhs Forty-Eight Thousand Eight Hundred and Seventy only)**. The Company proposes to increase its authorized share capital to **Rs.1,88,00,00,000/- (Rupees One Hundred Eighty-Eight Crores only)** to facilitate any fund raising in future via rights issue of equity shares of the company.

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause 5 of the Memorandum of Association of the Company.

Pursuant to Section 13 and 62 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

By Order of the Board
For Business Standard Private Limited

Sd/-
Manoj Sharma
Company Secretary
Membership No. F-10385
Address: O-10, Geeta Enclave, Uttam Nagar, N.D.