NOTICE IS HEREBY GIVEN THAT THE SECOND EXTRA ORDINARY GENERAL MEETING OF BUSINESS STANDARD PRIVATE LIMITED WILL BE HELD ON MONDAY ON MARCH 20, 2017 AT THE REGISTERED OFFICE OF THE COMPANY AT NEHRU HOUSE, 4, BAHADUR SHAH ZAFAR MARG, NEW DELHI-110 002 AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS

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, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present **Rs.1,48,00,00,000/- (Rupees One Hundred Forty Eight Crore only)** consisting of 14,80,00,000 (Fourteen Crore Eighty Lakh) Equity Shares of Rs.10/- (Rupees Ten) each to **Rs.1,58,00,00,000/- (Rupees One Hundred Fifty Eight Crore only)** consisting of 15,80,00,000 (Fifteen Crore Eighty Lakh) 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.1,58,00,00,000/- (Rupees One Hundred Fifty Eight Crore only)** consisting of 15,80,00,000 (Fifteen Crore Eighty Lakh) of face value Rs.10/- (Rupees Ten Only) each".

**FURTHER RESOLVED THAT** any director or company secretary of the Company be and is hereby severally authorised 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."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IN THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER.

2. The instrument appointing a proxy shall
   a) Be in writing and
   b) Be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

3. A person can act as proxy on behalf of the member not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital carrying voting rights.

4. A member holding more than 10% of the total share capital carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.

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

6. Proxies in order to be effective should be lodged with the Company at the Registered Office of the Company at least 48 hours before the commencement of the meeting.

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

8. 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 from February 22, 2017 till the conclusion of the meeting.

9. Every member entitled to vote at the meeting of the company may inspect the proxies lodged at time during the business hours of the company provided not less than Three (3) days’ notice in writing of the intention to do so is given to the company.

10. Members are requested to bring the attendance slips alongwith their copies of the Notice to the meeting.

11. Web-link for assessing the notice of the Extra Ordinary General Meeting as per Rule 18 of Companies (Management and Administration ) Rules 2014 and Secretarial Standard - 2 is as follows:

Notice of EGM:

By Order of the Board of Directors

Sd/-
Manoj Sharma
Company Secretary

Date : February 22, 2017
Place : New Delhi

Regd. Office:
Nehru House, 4,
Bahadur Shah Zafar Marg,
New Delhi-110 002
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 22, 2017.

Item No. 1

The Current Authorized Capital of the Company is **Rs.1,48,00,00,000/- (Rupees One Hundred Forty Eight Crore only)** and the paid up share capital of the Company is Rs.1,478,493,010 (Rupees One Hundred Forty Seven Crore Eighty Four Lakhs Ninety Three Thousand and Ten only). The Company proposes to increase its authorized share capital to **Rs.1,58,00,00,000/- (Rupees One Hundred Fifty Eight Crore only)** to facilitate any fund raising in future via rights issue of equity shares of the company..

The increase in the Authorised 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 of Directors

Sd/-

Manoj Sharma
Company Secretary
Membership No. – 30117
Address: O-10, Geeta Enclave, Uttam Nagar, New Delhi - 110059

Date : February 22, 2017
Place : New Delhi
ATTENDANCE SLIP

Reg. Folio/DP & Client No:.................................................................

No. of Shares Held:.................................................................

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the Extra Ordinary General Meeting of the Company at the Nehru House 4, Bahadur Shah Zafar Marg, New Delhi -110002 at 3.00 P.M. on Monday on March 20, 2017.

Member’s Name : .................................................................

Proxy’s Name : .................................................................

Member’s/ Proxy’s Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.
Form No. MGT-11

BUSSINESS STANDARD PRIVATE LIMITED
CIN : U00000DL1970PTC100242
Nehru House 4, Bahadur Shah Zafar Marg, New Delhi -110002

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s) :
..............................................................................................................................................................

Registered Address :
................................................................................................................................................................

E.Mail Id : ................................................................. Folio No./Client Id

DPID..........................................................I/We, being the member(s) holding
shares of the above named Company, hereby appoint

1. Name
..................................................................................................................................................................

Address:..................................................................................................................................................

E.mail ID:................................................................Signature:........................................... or
failing him

2. Name
..................................................................................................................................................................

Address:..................................................................................................................................................

E.mail ID:................................................................Signature:..................................................

my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at Extra Ordinary General
Meeting of the Company, to be held on Monday on March 20, 2017 at Nehru House 4, Bahadur Shah
Zafar Marg, New Delhi -110002 at 3.00 P.M and at any adjournment thereof in respect of such
resolutions as are indicated below:

Signed this........day of .............................2017