

BUSINESS STANDARD PRIVATE LIMITED

CIN: U00000DL1970PTC100242

Nehru House 4, Bahadur Shah Zafar Marg, New Delhi -110002

Tel: 011-23720202 Fax: 011-23720201

Email: bs.legal@bsmail.in

NOTICE IS HEREBY GIVEN THAT THE **FIFTY FIRST (51st) ANNUAL GENERAL MEETING** OF BUSINESS STANDARD PRIVATE LIMITED WILL BE HELD ON THURSDAY ON SEPTEMBER 30, 2021 AT THE REGISTERED OFFICE OF THE COMPANY AT NEHRU HOUSE, 4, BAHADUR SHAH ZAFAR MARG, NEW DELHI-110 002 AT 2.00 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**:

ORDINARY BUSINESS:

ITEM NO. 1

To receive, consider and adopt financial statements for the year ended 31st March, 2021, including the Balance Sheet of the Company as on 31st March, 2021, the Statement of Profit & Loss for the year ended 31st March, 2021, Cash Flow Statement for the year ended 31st March, 2021 together with the notes thereto along with the Director's and Auditor's Report thereon.

SPECIAL BUSINESS

ITEM NO. 2

Appointment of Mr. Uday Shankar as Director of the Company

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 applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the articles of the Company, Mr. Uday Shankar (DIN:01755963) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f January 01, 2021 and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company, be and hereby appointed as a Director of the Company, with effect from the date of this meeting.

ITEM NO. 3**Appointment of Mr. Ashok Kumar Bhattacharya as an Executive Director and Editorial Director of the Company**

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 applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the articles of the Company, Mr. Ashok Kumar Bhattacharya (DIN:09007171) who was appointed as an Additional Director and Editorial Director of the Company by the Board of Directors w.e.f January 01, 2021 and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company, be and hereby appointed as an Executive Director and Editorial Director of the Company, with effect from the date of this meeting.

ITEM NO. 4**Appointment of Mr. Shivendra Gupta as Managing Director and CEO of the Company**

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 applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the articles of the Company, Mr. Shivendra Gupta (DIN:00140360) who was appointed as an Additional Director, Managing Director and CEO of the Company by the Board of Directors w.e.f January 01, 2021 and holds office until the date of this Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment and has consented to act as a Director of the Company, be and hereby appointed as a Managing Director and CEO of the Company, with effect from the date of this meeting.

NOTES:

- 1) In view of the outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (“MCA”) vide its General Circular no. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 followed by General Circular no. 20/2020 dated May 05, 2020 read with General Circular No.02/2021 dated January 13, 2021 (collectively referred

to as “**MCA Circulars**”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), and MCA Circulars, the 51st Annual General Meeting (“Meeting” or “AGM”) of the Company is being held through VC / OAVM on Thursday September 30, 2021 at 02:00 p.m. (IST).

The passcode to attend the AGM through VIDEO CONFERENCING on ZOOM platform is 548577 and the link for the same is:

<https://us02web.zoom.us/j/83024000860?pwd=djhwdkFHeHB6VzlfUjlKem9vTmttZz09>

Meeting ID: 830 2400 0860

Passcode: 548577

The members are requested to share the said passcode on need to know basis i.e. with their respective ARs only.

Web-link for assessing the notice of the AGM as per Rule 18 of Companies (Management and Administration) Rules 2014 and Secretarial Standard - 2 is as follows:

<https://www.business-standard.com/investor-communication.html>

- 2) The proceedings of AGM shall be deemed to be conducted at the Registered Office of the Company situated at Nehru House 4, Bahadur Shah Zafar Marg, New Delhi-110002.
- 3) PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, AND ATTENDANCE SLIP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
- 4) Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Company Secretary by e-mail at

manoj.sharma@bsmail.in latest by Tuesday, September 28, 2021 (upto 06:30 p.m).

- 5) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. 5. As per the provisions of Clause 3 of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 2,3 & 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
- 6) The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 2, 3 & 4 of the Notice is annexed hereto.
- 7) The relevant details, pursuant to Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.
- 8) The Members can join the AGM through VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 9) Pursuant to the MCA Circulars, the Notice of the AGM along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. The Notice convening the AGM has been uploaded on the website of the Company at www.business-standard.com.
- 10) During the AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at manoj.sharma@bsmail.in latest by September 28, 2021 (upto 3:00 p.m).
- 11) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with the Company by sending email to the Company Secretary at manoj.sharma@bsmail.in.
- 12) The Board of Directors appointed **Mr. Uday Shankar (DIN:01755963)** as an Additional Director to hold office as Non-Executive Director on the Board of the Company with effect from January 01, 2021, until the date of this Annual General Meeting in terms of Section 161 of the Act. Mr. Shankar is an Indian

media executive and former journalist. He was awarded Best CEO at Forbes India Leadership award 2015. He was President APAC-the Walt Disney Direct-to-consumer & International & Chairman Star and Disney India. In accordance with the proviso to Section 160 (1), the Board of the Company has considered and recommended to the shareholders, appointment of Mr. Uday Shankar as a Non-Executive Director of the Company. The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members. Except Mr. Uday Shankar and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 2 of the accompanying Notice.

13)The Board of Directors appointed **Mr. Ashok Kumar Bhattacharya (DIN:09007171)** as an Additional Director and Editorial Director to hold office as Executive Director and Editorial Director on the Board of the Company with effect from January 01, 2021, until the date of this Annual General Meeting in terms of Section 161 of the Act. Mr. Bhattacharya is a post graduate in Economics. He is a renowned economic journalist with over four decades of experience. Mr. Bhattacharya was Editor and then was Editorial Director of the Company before this appointment. In accordance with the proviso to Section 160 (1), the Board of the Company has considered and recommended to the shareholders, appointment of Mr. Ashok Kumar Bhattacharya as an Executive Director and Editorial Director of the Company. The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members. Except Mr. Ashok Kumar Bhattacharya and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the accompanying Notice.

14)The Board of Directors appointed **Mr. Shivendra Gupta (DIN:00140360)** as an Additional Director, Managing Director and CEO to hold office as Additional Director, Managing Director and CEO on the Board of the Company with effect from January 01, 2021, until the date of this Annual General Meeting in terms of Section 161 of the Act. Mr. Gupta is a Chartered Accountant with vast experience in Investment Banking. He is an investment banker and media executive with more than two decades of experience. Mr. Gupta was EVP-Finance and then was CEO of the Company before this appointment. In accordance with the proviso to Section 160 (1), the Board of the Company has considered and recommended to the shareholders, appointment of Mr. Shivendra Gupta as Director, Managing Director and CEO of the Company. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members. Except Mr. Shivendra Gupta and his relatives, none of the other Directors, Key Managerial Personnel of the Company, or their

respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the accompanying Notice.

- 15) EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. 2, 3 & 4 of the accompanying Notice. Mr. Uday Shankar, Mr. Ashok Kumar Bhattacharya and Mr. Shivendra Gupta has Nil Shareholding in the Company. For other terms and Conditions of appointment of Mr. Ashok Kumar Bhattacharya and Mr. Shivendra Gupta including number of meetings of the Board attended during FY 2020-21 and remuneration paid to Mr. Ashok Kumar Bhattacharya and Mr. Shivendra Gupta in FY 2020-21, please refer to the Directors Report which is a part of this Annual Report.
- 16) 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.
- 17) 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 AGM through their laptop, PC and/or smart mobile phone. In case of any difficulty; the members may call the company secretary at 91-9871696860.
- 18) 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.

By Order of the Board of Directors

Sd/-

Manoj Sharma
Company Secretary

Date : September 04, 2021
Place : New Delhi

Regd. Office:

Nehru House, 4,
Bahadur Shah Zafar Marg,
New Delhi-110002