

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that Extra-Ordinary General Meeting of the Members of the Company will be held on Wednesday, the 30<sup>th</sup> Day of September 2020 at 11:00 A.M. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility at Delhi to transact the following Business:

**SPECIAL BUSINESS**

**Sale, Lease or Transfer of Websites of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, and Memorandum and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities and subject to such terms and conditions as may be imposed by them, if any, consent of the members of the Company be and is hereby accorded to lease, sell, transfer, exchange or otherwise dispose-off absolutely or conditionally on short term or long term basis, all or any part of the Company’s websites along with cover domains, including the concerned licenses, permits, consents, approvals whatsoever, upon such terms and conditions and for such consideration as the board may think fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents, including contracts, schemes, agreements, deeds of assignment/conveyance and such other documents and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**By order of the Board  
FOR COMPARE INFOBASE LIMITED**

**Place: New Delhi  
Date: 07.09.2020**

**Vishwaranjan Kumar Sinha  
(Director)  
DIN 08208775**

## NOTES:

1. Pursuant to the [Circular No. 14/2020 dated April 08, 2020](#), issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the [Circular No. 14/2020 dated April 08, 2020](#), issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at **compliance@infobase.in** or at **gunjan@infobase.in**.
6. All documents referred to in the Notice calling the EGM and the Explanatory Statement are available on the website of the Company for inspection by the Members.
7. In line with the Ministry of Corporate Affairs (MCA) [Circular No. 17/2020 dated April 13, 2020](#), the Notice calling the EGM has been uploaded on the website of the Company at [www.infobase.co.in](http://www.infobase.co.in). and the notice has been sent through electronic mode to the Members whose email IDs are registered with the Company.
8. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item No. 1 is annexed hereto.

**By order of the Board  
FOR COMPARE INFOBASE LIMITED**

**Place: New Delhi  
Date: 07.09.2020**

**Vishwaranjan Kumar Sinha  
(Director)  
DIN- 08208775**

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

- 1) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING they will be redirected to Meeting Room via browser or by running Temporary Application. In order to join the Meeting, follow the step and provide the required details (mentioned above – Meeting Id/Password/Email Address) and Join the Meeting. Members are encouraged to join the Meeting through Laptops for better experience.
- 2) In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them. Application may be downloaded from Google Play Store/ AppStore.
- 3) Further Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on MobileApp.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

**ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE AND ATTENDANCE SLIP**

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020 ([https://www.icsi.edu/media/webmodules/Guidance\\_on\\_SS-2\\_15042020.pdf](https://www.icsi.edu/media/webmodules/Guidance_on_SS-2_15042020.pdf)), the Company will hold the EGM through VC/OAVM, without the physical presence of the Members at the registered office of the Company at C-62, Janak Cinema Complex, Janakpuri, New Delhi-110058.

In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.

**By order of the Board  
FOR COMPARE INFOBASE LIMITED**

**Place: New Delhi  
Date: 07.09.2020**

**Vishwaranjan Kumar Sinha  
(Director)  
DIN- 08208775**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES  
ACT, 2013**

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item No. 1 mentioned in the accompanying Notice.

**ITEM NO.1: SALE, LEASE OR TRANSFER OF COMPANY'S WEBSITES**

The members are informed that the Board of Directors (the "Board") of COMPARE INFOBASE LIMITED at its meeting held on 7th September, 2020, agreed and approved to lease, sell, transfer, exchange or otherwise dispose-off absolutely or conditionally on short term or long term basis, all or any part of the Company's websites along with cover domains, including the concerned licenses, permits, consents, approvals whatsoever, upon such terms and conditions and for such consideration as the board may think fit.

The Proposed Transaction is a sale of company's operating undertaking and the members consent is sought to authorize the Company to enter the afore-mentioned transaction.

The Board is accordingly proposing this Special resolution for the consideration of the Members for passing the Special Resolution as set out in the above Notice.

None of the Directors, Key managerial personnel of the Company or their relatives are concerned or interested in the resolution except as mentioned herein above.

**By order of the Board  
FOR COMPARE INFOBASE LIMITED**

**Place: New Delhi  
Date: 07.09.2020**

**Vishwaranjan Kumar Sinha  
(Director)  
DIN- 08208775**