

AUDIT BUREAU OF CIRCULATIONS

NOTICE

Notice is hereby given that the Sixty-Seventh Annual General Meeting of Members of Audit Bureau of Circulations will be held on Wednesday, 9th September, 2015 at 14.00 hrs at "North Room", Mayfair Banquets (P) Ltd., 254-C, Dr. Annie Besant Road, Worli, Mumbai-400030 to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Statement of Accounts for the year ended 31st March, 2015 together with the Directors and Auditors report.
2. To appoint a Member of the Council of Management in place of Mr. Hormusji N Cama, (DIN: 00109337) Publisher Member on the Council, who retires by rotation under Article 26, and being eligible, offers himself for re-appointment.
3. To appoint a Member of the Council of Management in place of Mr. Devendra V Darda, (DIN: 00319192) Publisher Member on the Council, who retires by rotation under Article 26, and being eligible, offers himself for re-appointment.
4. To appoint a Member of the Council of Management in place of Mr. Shashidhar Sinha (DIN: 00953796) Advertising Agency Member on the Council, who retires by rotation under Article 26, and being eligible, offers himself for re-appointment.
5. To appoint a Member of the Council of Management in place of Mr. Debabrata Mukherjee, (DIN: 05146936) Advertiser Member on the Council, who retires by rotation under Article 26, and being eligible, offers himself for re-appointment.
6. To appoint a Member of the Council of Management in place of Mr. Aritra Sarkar, (DIN: 02920761) who has since desired not to seek re-appointment as a publisher representative.

7. Appointment of Statutory Auditors

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

"Resolved that pursuant to the provisions of Section 139 and other applicable provisions if any, of the Companies Act 2013 and the Rules made hereunder, M/s. Ford, Rhodes, Parks & Co., Chartered Accountants (ICAI Firm Registration No. 102860W), the retiring Auditors of the Bureau, be and are hereby re-appointed as Statutory Auditors of the Bureau to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixty-Eight Annual General Meeting of the Bureau to be held in the year 2016 at such remuneration as may be mutually agreed upon between the Council of Management and Auditors plus reimbursement of service tax, travelling and out of pocket expenses."

SPECIAL BUSINESS:

8. To appoint a Member of the Council of Management in place of Mr. Benoy Roychowdhury, Publisher Member on the Council representing "Hindustan Times", Lucknow who was co-opted as a member of the Council of Management in the vacancy caused due to Mr. M. Venkatesh's resignation from the Council. Mr. Benoy Roychowdhury ceases to hold office on the date of this Annual General Meeting under Section 161(4) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association. The Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 under his hand signifying his candidature for the office of a Member of the Council of Management, alongwith a deposit of Rupees One Lakh as required under Section 160(1). For that purpose to consider and if thought fit, to pass with or without modification the following Ordinary Resolution. An Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

ORDINARY RESOLUTION

"RESOLVED THAT Mr. Benoy Roychowdhury representing Publisher members be and is hereby appointed a Member of the Council of Management".

9. To appoint a Member of the Council of Management in place of Mr. Sandip Tarkas, Advertiser Member on the Council representing Future Retail Ltd. who was co-opted as a member of the Council of Management in the vacancy caused due to Mr. Anil Dua's resignation from the Council. Mr. Sandip Tarkas ceases to hold office on the date of this Annual General Meeting under Section 161(4) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association. The Company has received a Notice in writing under Section 160(1) of the Companies Act, 2013 under his hand signifying his candidature for the office of a Member of the Council of Management, alongwith a deposit of Rupees One Lakh as required under Section 160(1). For that purpose to consider and if thought fit, to pass with or without modification the following Ordinary Resolution. An Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

ORDINARY RESOLUTION

"RESOLVED THAT Mr. Sandip Tarkas representing Advertiser members be and is hereby appointed a Member of the Council of Management".

10. Mr. Ravindra Pisharody - advertiser representative on the Council has intimated his desire to retire from the Council. It is proposed not to fill up the said vacancy at this Annual General Meeting or at any adjournment thereof. As required under section 152(7)(a) of the Companies Act 2013 a resolution has been proposed seeking the members approval that the vacancy of an advertiser representative on the Council be not filled at this AGM or at any adjournment thereof.

ORDINARY RESOLUTION

“RESOLVED THAT the vacancy arising due to the retirement of Mr. Ravindra Pisharody, Advertiser Member on the Council be kept vacant and not filled at this AGM or at any adjournment thereof”

By Order of the Council of Management
of Audit Bureau of Circulations,

Registered Office:

Wakefield House, 4th Floor,
Sprott Road, Ballard Estate,
MUMBAI 400 001.

H.B. Masani
Secretary General

Date: 20th July 2015

Place Mumbai,

NOTES:

- (i) A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself on a poll only. A proxy should be a Member. Proxies in order to be effective must be received at the office of the Bureau not less than forty-eight hours before the commencement of Annual General Meeting.
- (ii) Members are requested to notify any change in their address immediately to the Bureau.
- (iii) Members queries (if any) on the statement of accounts of the Bureau should be received by the Secretariat at least 7 days prior to the date of the Annual General Meeting in order to enable the Bureau prepare its appropriate reply.
- (iv) Members are also requested to kindly bring their copy of the Annual Report and Accounts to the Meeting.

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 8:

With regard to the resolution set out under item no. 8 of the accompanying notice of the Annual General Meeting, members are hereby informed that Mr. Benoy Roychowdhury representing "Hindustan Times", Lucknow was co-opted to the Bureau's Council of Management under Article 25 of the Bureau's Articles of Association in the vacancy caused due to Mr. M. Venkatesh's resignation from the Council. Under Section 161(4) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Benoy Roychowdhury retains his office upto the date of this Annual General Meeting. A notice alongwith a deposit of Rs. 1,00,000/- as required under section 160(1) of the Companies Act, 2013 has been received from Mr. Benoy Roychowdhury signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Benoy Roychowdhury (i) consent to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act 2013. Other than Mr. Benoy Roychowdhury, no Council member is interested in the resolution as set out in the said Item No. 8 of the accompanying notice.

Item No. 9:

With regard to the resolution set out under item no. 9 of the accompanying notice of the Annual General Meeting, members are hereby informed that Mr. Sandip Tarkas representing Future Retail Ltd. was co-opted to the Bureau's Council of Management under Article 25 of the Bureau's Articles of Association in the vacancy caused due to Mr. Anil Dua's resignation from the Council. Under Section 161(4) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Sandip Tarkas retains his office upto the date of this Annual General Meeting. A notice alongwith a deposit of Rs. 1,00,000/- as required under section 160(1) of the Companies Act, 2013 has been received from Mr. Sandip Tarkas signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Sandip Tarkas (i) consent to act as a director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of section 164 of the Companies Act 2013. Other than Mr. Sandip Tarkas, no Council member is interested in the resolution as set out in the said Item No. 9 of the accompanying notice.