



Audit Bureau Of Circulations

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CIN: U24999MH1948NPL006309

NOTICE

Notice is hereby given that the Seventieth Annual General Meeting of Members of Audit Bureau of Circulations will be held on 14th September, 2018 at 15.30 hrs at Mayfair Banquets (P) Ltd., 254-C, Dr. Annie Besant Road, Worli, Mumbai 400 030 to transact the following business:-

ORDINARY BUSINESS

1. To receive and adopt the Audited Statement of Accounts for the year ended 31st March, 2018 together with the Directors and Auditors report.
2. To appoint a Member of the Council of Management in place of Mr. Shailesh Gupta (DIN: 00192466) Publisher Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.
3. To appoint a Member of the Council of Management in place of Mr. Raj Kumar Jain (DIN: 01741527) Publisher Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.
4. To appoint a Member of the Council of Management in place of Mr. Pratap G Pawar (DIN: 00018985) Publisher Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.
5. To appoint a Member of the Council of Management in place of Mr. Madhukar Kamath (DIN: 00230316) Advertising Agency Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.
6. To appoint a Member of the Council of Management in place of Mr. Srinivasan K Swamy (DIN: 00505093) Advertising Agency Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.
7. To appoint a Member of the Council of Management in place of Mr. Mayank Pareek (DIN: 00139206) Advertiser Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.

8. To appoint a Member of the Council of Management in place of Mr. I.Venkat (DIN: 00089679) Publisher Member on the Council, who has since intimated his desire not to seek re-appointment to the Council.

9. 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. LLP, Chartered Accountants (ICAI Firm Registration No. 102860W / W100089), 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 Seventy-first Annual General Meeting of the Bureau to be held in the year 2019 at a remuneration of Rs. 75,000/- plus reimbursement of applicable taxes, travelling and out of pocket expenses.”

SPECIAL BUSINESS:

10. To appoint Mr. Sameer Singh (DIN: 0008138465), Advertising Agency Member as a Member of the Council of Management in place of Mr. CVL Srinivas who has resigned from the Council. Mr. Sameer Singh was co-opted as a member of the Council of Management and he shall hold the office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from Mr. Sameer Singh as a candidate for the office of the Member of the Council of Management as required under Section 160(1).

For that purpose to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution. An Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

ORDINARY RESOLUTION

“RESOLVED THAT Mr. Sameer Singh (DIN: 0008138465) be and is hereby appointed a Member of the Council of Management”

11. To appoint Mr. Karunesh Bajaj (DIN: 0008184950), Advertiser Member as a Member of the Council of Management in place of Mr Hemant Malik who has resigned from the Council. Mr Karunesh Bajaj was co-opted as a member of the Council of Management and he shall hold the office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from Mr. Karunesh Bajaj as a candidate for the office of the Member of the Council of Management as required under Section 160(1).

For that purpose to consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution. An Explanatory statement as required under Section 102(1) of the Companies Act, 2013 is annexed hereto.

ORDINARY RESOLUTION

“RESOLVED THAT Mr. Karunesh Bajaj (DIN: 0008184950) be and is hereby appointed a Member of the Council of Management”

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: 12th July, 2018
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. 10:

With regard to the resolution set out under item no. 10 of the accompanying notice of the Annual General Meeting, members are hereby informed that Mr. Sameer Singh (DIN: 0008138465) was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association in the casual vacancy caused due to Mr. CVL Srinivas's resignation from the Council. Under Section 161(1) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Sameer Singh holds his office upto the date of this Annual General Meeting. A notice as required under section 160(1) of the Companies Act, 2013 has been received from Mr. Sameer Singh signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Sameer Singh (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. Sameer Singh, no Council member is interested in the resolution as set out in the said item no. 10 of the accompanying notice.

Item No. 11:

With regard to the resolution set out under item no. 11 of the accompanying notice of the Annual General Meeting, members are hereby informed that Mr. Karunesh Bajaj (DIN: 0008184950) was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association in the casual vacancy caused due to Mr. Hemant Malik's resignation from the Council. Under Section 161(1) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Karunesh Bajaj holds his office upto the date of this Annual General Meeting. A notice as required under section 160(1) of the Companies Act, 2013 has been received from Mr. Karunesh Bajaj signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Karunesh Bajaj (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. Karunesh Bajaj, no Council member is interested in the resolution as set out in the said item no. 11 of the accompanying notice.