

## NOTICE

Notice is hereby given that the Seventy-First Annual General Meeting of Members of Audit Bureau of Circulations will be held on 20<sup>th</sup> September, 2019 at 12.00 Noon at “Aces Presidential Board Room”, 2<sup>nd</sup> Floor, Hotel Sahara Star, Opp. Domestic Airport, Mumbai – 400 099 to transact the following business:-

### ORDINARY BUSINESS

1. To receive and adopt the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2019 together with the Directors and Auditors report.

2. **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), 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-Second Annual General Meeting of the Bureau to be held in the year 2020 at such remuneration as may be mutually agreed upon between the Council of Management and Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses.”

3. 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 for re-appointment, offers himself for re-appointment.
4. 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 for re-appointment, offers himself for re-appointment.
5. To appoint a Member of the Council of Management in place of Mr. Chandan Majumdar (DIN: 07267570) Publisher 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. Shashidhar Sinha (DIN: 00953796) Advertising Agency Member on the Council, who retires by rotation under Article 26, and being eligible for re-appointment, offers himself for re-appointment.

**SPECIAL BUSINESS:**

7. To appoint Mr. Vikram Sakhuja (DIN: 00398420), Advertising Agency Member as a Member of the Council of Management. Mr. Vikram Sakhuja 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. Vikram Sakhuja 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. Vikram Sakhuja (DIN: 00398420) be and is hereby appointed a Member of the Council of Management”

8. To appoint Mr. Praveen Someshwar (DIN: 01802656), Publisher Member as a Member of the Council of Management. Mr. Praveen Someshwar 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. Praveen Someshwar 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. Praveen Someshwar (DIN: 01802656) be and is hereby appointed a Member of the Council of Management”

9. To appoint Mr. Vivek Nayer (DIN: 03410053), Advertiser Member as a Member of the Council of Management. Mr. Vivek Nayer 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. Vivek Nayer 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. Vivek Nayer (DIN: 03410053) be and is hereby appointed a Member of the Council of Management”

10. To appoint Mr. Debabrata Mukherjee (DIN: 05146936) Advertiser Member as a Member of the Council of Management. Mr. Debabrata Mukherjee 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. Debabrata Mukherjee 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. Debabrata Mukherjee (DIN: 05146936) 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, 4<sup>th</sup> Floor,  
Spratt Road, Ballard Estate,  
MUMBAI 400 001.

H.B. Masani  
Secretary General

Date: 30<sup>th</sup> July, 2019  
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. 7:**

With regard to the resolution set out under item no. 7 of the accompanying notice of the Annual General Meeting, members are hereby informed that Mr. Vikram Sakhuja (DIN: 00398420), was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association. Under Section 161(1) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Vikram Sakhuja 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. Vikram Sakhuja signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Vikram Sakhuja (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. Vikram Sakhuja, no Council member is interested in the resolution as set out in the said item no. 7 of the accompanying notice.

#### **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. Praveen Someshwar (DIN: 01802656), was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association. Under Section 161(1) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Praveen Someshwar 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. Praveen Someshwar signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Praveen Someshwar (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. Praveen Someshwar, 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. Vivek Nayer (DIN: 03410053) was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association. Under Section 161(1) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Vivek Nayer 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. Vivek Nayer signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Vivek Nayer (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. Vivek Nayer, no Council member is interested in the resolution as set out in the said item no. 9 of the accompanying notice.

**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. Debabrata Mukherjee (DIN: 05146936), was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association. Under Section 161(1) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Debabrata Mukherjee 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. Debabrata Mukherjee signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Debabrata Mukherjee (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. Debabrata Mukherjee, no Council member is interested in the resolution as set out in the said item no. 10 of the accompanying notice.