



Audit Bureau Of Circulations

Wakefield House, Sprott Road, Ballard Estate, Mumbai – 400 001

Tel: +91 22 2261 18 12 / 2261 90 72

E-mail : abc@auditbureau.org ● Web Site : <http://www.auditbureau.org>

CIN: U24999MH1948NPL006309

NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF AUDIT BUREAU OF CIRCULATIONS WILL BE HELD **ON THURSDAY, 7TH NOVEMBER, 2019 AT 10.30 A.M. AT “ACES PRESIDENTIAL BOARDROOM”, 2ND FLOOR, HOTEL SAHARA STAR, OPP. DOMESTIC AIRPORT, VILE PARLE (EAST), MUMBAI – 400 099** TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass the following resolution as a Special Resolution:

Adoption of new set of Articles of Association

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the new set of Articles of Association of the company, be and are hereby approved and adopted in substitution for and to the entire exclusion of the existing set of Articles of Association of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company, Secretary General be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable to give effect to the above resolution.”

By Order of the Council of Management (Board of Directors)

H.B. Masani
Secretary General

Place: Mumbai
Date: 11th October, 2019

NOTES:

- 1) 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 and a proxy need to be a member of the Company.
- 2) Proxies in order to be effective must be received at the office of the Company not less than forty-eight hours before the commencement of the Extraordinary General Meeting i.e. before 10.30 am on 5th November 2019.
- 3) Explanatory Statement as required u/s 102(1) of the Companies Act, 2013 in respect of the Special Business set out in item No.1 is annexed herewith.
- 4) The Memorandum & Articles of Association of the Company and other documents referred to in the proposed resolution and in the explanatory statement are open for inspection at the registered office of the Company on any working day except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. upto the date of the Extraordinary General Meeting and will also be placed before the Extraordinary General Meeting.

By Order of the Council of Management (Board of Directors)

H.B. Masani
Secretary General

Place: Mumbai
Date: 11th October, 2019

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.1

Members are informed that the existing Articles of Association (“AOA”) of the Company are based on the erstwhile Companies Act, 1956 and many of the articles of existing AOA contains references to specific sections of the erstwhile Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013. Hence, with the new Companies Act, 2013 coming into force and considering most of the sections under the Companies Act, 2013 have been notified by the Ministry of Corporate Affairs, it is considered expedient to replace existing AOA by adopting new set of AOA.

The Council of Management (Board of Directors) of the Company at their meeting held on **20th September 2019** proposed adoption of new set of AOA, subject to approval of the members.

As per provisions of Section 14 of the Companies Act, 2013 a Company cannot, except with the permission of the members alter its AOA.

Accordingly, the Council of Management (Board of Directors) recommends the resolution, set out at Item no.1 of the accompanying Notice for the approval of the Members of the Company to be passed as a Special Resolution.

None of the Directors of the Company or/and their relatives is/are, in any way, concerned or interested, in this resolution.

By Order of the Council of Management (Board of Directors)

H.B. Masani
Secretary General

Place: Mumbai
Date: 11th October, 2019



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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : U24999MH1948NPL006309

EXTRA ORDINARY GENERAL MEETING

Name of the Member	
Representing* (Name of the Company)	
Registered Address	
Email ID	

* In case of a publication, please mention the title & edition/s for which proxy is given

I/We, being the member(s) of Audit Bureau of Circulations, hereby appoint

1) Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____

or failing him/her

2) Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____

or failing him/her

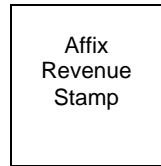
3) Name: _____ E-mail Id: _____
 Address: _____
 _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Thursday, 7th November, 2019 at 10.30 am at Aces Presidential Board Room, 2nd Floor, Hotel Sahara Star, Opp. Domestic Airport, Mumbai – 400 099 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

P.T.O.

Sr. No.	Item No. (Description)	Type of Resolution
	ORDINARY BUSINESS	
1	Adoption of new set of Articles of Association	Special

Signed this day of 2019.



1)

2)

3)

Signature of proxy holder(s)

Signature of member

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting i.e. before 10.30 am on 5th November, 2019.
2. A proxy should be a member of the Company.
3. Please refer to the Notice convening the Extra Ordinary General Meeting for the resolution, statement setting out material facts concerning item of special business.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members.