

**AUDIT BUREAU OF CIRCULATIONS**

**NOTICE**

Notice is hereby given that the Sixty-Eighth Annual General Meeting of Members of Audit Bureau of Circulations will be held on 23<sup>rd</sup> September, 2016 at 14.00 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 31<sup>st</sup> March, 2016 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, offers himself for re-appointment.
3. To appoint a Member of the Council of Management in place of Mr. I. Venkat, (DIN: 00089679) 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. Madhukar Kamath (DIN: 00230316) 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. Srinivasan K Swamy (DIN: 00505093) Advertising Agency 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. CVL Srinivas (DIN: 01633517) Advertising Agency Member on the Council, who retires by rotation under Article 26, and being eligible, offers himself for re-appointment.
7. To appoint a Member of the Council of Management in place of Mr. Hemant Malik, (DIN: 06435812) Advertiser Member on the Council, who retires by rotation under Article 26, and being eligible, offers himself for re-appointment.
8. To appoint a Member of the Council of Management in place of Mr. Amit Mathew, (DIN: 00627704) Publisher Member on the Council, who has intimated his desire to retire from the Council.
9. To appoint a Member of the Council of Management in place of Mr. Sanjeev Vohra, (DIN: 00811621) Publisher Member on the Council, who has intimated his desire not to seek re-appointment to the Council.

10. 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 Sixty-Ninth Annual General Meeting of the Bureau to be held in the year 2017 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:**

11. To appoint a Member of the Council of Management in place of Mr. Mayank Pareek (DIN: 00139206), Advertiser Member on the Council, who was co-opted as a member of the Council of Management in the vacancy arising due to Mr. Ravindra Pisharody retirement from the Council. Mr. Mayank Pareek 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. Mayank Pareek (DIN: 00139206) 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,  
Sprott Road, Ballard Estate,  
MUMBAI 400 001.

H.B. Masani  
Secretary General

Date: 11<sup>th</sup> July 2016  
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.

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## Explanatory Statement

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

#### 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. Mayank Pareek (DIN: 00139206) was co-opted to the Council of Management under Article 25 of the Bureau's Articles of Association in the vacancy caused due to Mr. Ravindra Pisharody retirement from the Council. Under Section 161(4) of the Companies Act, 2013 and Article 25 of the Bureau's Articles of Association, Mr. Mayank Pareek 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. Mayank Pareek signifying his candidature for the office of a Member of the Council of Management. The Company has received from Mr. Mayank Pareek (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. Mayank Pareek, no Council member is interested in the resolution as set out in the said item no. 11 of the accompanying notice.