

NOTICE

NOTICE is hereby given that the 13th Annual General Meeting (AGM) of the Members of Broadcast Audience Research Council (Company) will be held on 29th June 2023 at 06.00 p.m. at Four Seasons, 6th Floor, 1, 136, Dr Elijah Moses Rd, Gandhi Nagar, Upper Worli, Worli, Mumbai, Maharashtra 400018 through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

Ordinary Business:

- 1. To adopt the Standalone and Consolidated Audited Financial Statements and Directors Report of the Company along with the Audit Report for the Financial Year ended 31st March 2023**
- 2. To appoint a director in place of Mr. Madhavan Kunniyur (DIN: 00024819), who retires by rotation and being eligible offers himself for reappointment**
- 3. To appoint a director in place of Ms. Kalli Purie Bhandal (DIN: 00105318), who retires by rotation and being eligible offers himself for reappointment**

Special Business:

- 4. Regularization of Additional Director, Mr. Gopal (DIN :- 02050486)**

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

“RESOLVED THAT pursuant to provision of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Mr. Gopal Jain (DIN :- 02050486), who was appointed as an Additional Director with effect from 17th June, 2022 on the

Board of the Company, who is eligible for appointment and in respect of whom the Company has received all the necessary consents and declarations as required under the Companies Act, 2013, be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to sign and file forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. Regularization of Additional Director, Mr. Srikanth Velamakanni (DIN :- 01722758)

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

“**RESOLVED THAT** pursuant to provision of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s), or re-enactment thereof for the time being in force), Mr. Srikanth Velamakanni (DIN :- 01722758), who was appointed as an Additional Director with effect from 07th November, 2022 on the Board of the Company, who is eligible for appointment and in respect of whom the Company has received all the necessary consents and declarations as required under the Companies Act, 2013, be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and is hereby authorized to sign and file forms as may be required by Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. Alteration of Articles of Association (AOA) of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 8, 14 and 15 of the Companies Act, 2013 (“the Act”) and any other applicable provisions of the Act and rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof for the time being in force and subject to the approval of the Central Government, few clauses of existing Articles of Association of the Company be amended / replaced with revised / new clauses as provided in the Annexure 1.”

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things including obtaining any such approvals from the Central Government as may be necessary and incidental to give effect to this resolution.”

7. Any other item with the permission of the chair

**By order of the Board of Directors
For Broadcast Audience Research Council**

**Sd/-
Company Secretary**

NOTES:

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.

The said Resolution/ Authorization shall be sent to the Company by email through its registered email address to companysecretary@barcindia.co.in.

3. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, relevant documents referred to in the notice and the statements will be available for inspection by the members at the registered office of the company on all working days, during business hours up to and on the date of the meeting.
4. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since, the AGM will be held through VC/ OAVM, the Route Map and Attendance Slip is not annexed in this Notice.
7. The designated e-mail address for the Company is “companysecretary@barcindia.co.in”. Members in case of any query may send an email to “companysecretary@barcindia.co.in”. Further, in case of voting is conducted by way of poll, Members shall be requested to send their vote on this Email ID.

A. INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING

1. Invitation link to join the meeting shall be shared.
2. Further, Members will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

B. OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Members.
2. Members who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.
3. Members will be able to attend the AGM through VC / OAVM and vote on the resolutions by using their registered mail ID.

4. Members are requested to use only registered Email ID for Voting during the time allotted for same. Votes casted by any other unregistered Email ID shall be considered as Invalid.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
6. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.
7. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
8. In case of any queries relating to joining the Meeting through Electronic mode or any technical assistance to access and participate in the meeting through VC is required, Members may contact on Helpline number 9619114891 or mail us their queries on “companysecretary@barcindia.co.in”.

**Explanatory Statement:
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

As required under the provisions of Section 102(1) of the Companies Act, 2013, the following explanatory statements set out all material facts relating to the business mentioned under the accompanying Notice.

Item 4 : Regularization of Additional Director to Director of Mr. Gopal Jain (DIN :- 02050486)

The Board of Directors has appointed Mr. Gopal Jain (DIN: 02050486) as an Additional Director of the Company w.e.f. 17th June, 2022.

Mr. Gopal Jain (DIN: 02050486) has given the requisite declarations pursuant to Section 164 and 184(1) of the Companies Act, 2013. Further, he is not disqualified from being appointed as director in terms of section 164 of the Act and has given his consent to act as Director.

The Board recommends passing of the Special Resolution as set out in at Item No. 4 of the Notice.

Except, Mr. Gopal Jain (DIN: 02050486), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item 5 : Regularization of Additional Director to Director of Mr. Srikanth Velamakanni (DIN :- 01722758)

The Board of Directors has appointed Mr. Srikanth Velamakanni (DIN :- 01722758) as an Additional Director of the Company w.e.f. 07th November, 2022.

Mr. Srikanth Velamakanni (DIN :- 01722758) has given the requisite declarations pursuant to Section 164 and 184(1) of the Companies Act, 2013. Further, he is not disqualified from being appointed as director in terms of section 164 of the Act and has given his consent to act as Director.

The Board recommends passing of the Special Resolution as set out in at Item No. 5 of the Notice.

Except, Mr. Srikanth Velamakanni (DIN :- 01722758), none of the Directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

Item 6 : Alteration of Articles of Association (AOA) of the Company

It is proposed to alter the AOA of the Company by replacing terminology 'Independent Director' to 'Professional Director'.

The proposed alteration to the AOA is attached as Appendix 1 for your reference.

The Board recommends passing of the Special Resolution as set out in at Item No. 6 of the Notice.

None of the directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.