

SHORTER NOTICE

SHORTER NOTICE is hereby given that the 15th Annual General Meeting (“AGM”) of the Members of Broadcast Audience Research Council (Company) will be held on Friday, 1st August 2025 at 05.30 p.m. at The Living Room, 2nd Floor, Four Seasons Hotel, 1/136, Dr. E. Moses Road, Gandhi Nagar, Upper Worli, Worli, Mumbai – 400018 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 Auditors Report for the Financial Year ended 31st March 2025.
2. To appoint a Director in place of Mr. Shashidhar Sinha (DIN: 00953796), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Mr. Narendra Kumar Anand Ambwani (DIN: 00236658), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

4. **REGULARIZATION OF ADDITIONAL DIRECTOR, MR. GAURAV BANERJEE (DIN: 02832646):**

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. Gaurav Banerjee (DIN: 02832646), who was appointed as an Additional Director with effect from October 21, 2024 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 are hereby severally authorized to sign and file e-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. KEVIN FRANCIS VAZ (DIN: 00113443):

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. Kevin Francis Vaz (DIN: 00113443), who was appointed as an Additional Director with effect from January 20, 2025 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 subject to the approval of Ministry of Information and Broadcasting.

RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and are hereby severally authorized to sign and file e-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. REGULARIZATION OF ADDITIONAL DIRECTOR, MS. GAYATRI CHANDRASEKHARAN (DIN: 09140999):

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), Ms. Gayatri Chandrasekharan (DIN: 09140999), who was appointed as an Additional Director with effect from July 4, 2025 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 subject to the approval of Ministry of Information and Broadcasting.

RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and are hereby severally authorized to sign and file e-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.”

7. TO CONSIDER AND APPROVE APPOINTMENT OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE COMPANY

8. ANY OTHER ITEM WITH THE PERMISSION OF THE CHAIR:

By order of the Board of directors

For Broadcast Audience Research Council

SD/-

Authorised Signatory

**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. GAURAV BANERJEE (DIN: 02832646):

The Board of directors has appointed Mr. Gaurav Banerjee (DIN: 02832646) as an Additional Director of the Company w.e.f. October 21, 2024.

Mr. Gaurav Banerjee (DIN: 02832646) 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 Ordinary Resolution as set out in Item No. 4 of the Notice.

Except, Mr. Gaurav Banerjee (DIN: 02832646), 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. KEVIN FRANCIS VAZ (DIN: 00113443):

The Board of directors has appointed Mr. Kevin Francis Vaz (DIN: 00113443) as an Additional Director of the Company w.e.f. January 20, 2025.

Mr. Kevin Francis Vaz (DIN: 00113443) 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 Ordinary Resolution as set out in Item No. 5 of the Notice.

Except, Mr. Kevin Francis Vaz (DIN: 00113443), none of the directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

ITEM 6 : REGULARIZATION OF ADDITIONAL DIRECTOR TO DIRECTOR OF MS. GAYATRI CHANDRASEKHARAN (DIN: 09140999):

The Board of directors has appointed Ms. Gayatri Chandrasekharan (DIN: 09140999) as an Additional Director of the Company w.e.f. January 20, 2025.

Ms. Gayatri Chandrasekharan (DIN: 09140999) 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 Ordinary Resolution as set out in Item No. 6 of the Notice.

Except, Ms. Gayatri Chandrasekharan (DIN: 09140999), none of the directors, Key Managerial Personnel of your Company or their relative is concerned or interested in the said resolution.

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.
3. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to companysecretary@barcindia.co.in.
4. 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.
5. 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.
6. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Proxy form and Route Map are annexed in this Notice.
8. 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 THROUGH VC / OAVM

1. Invitation link to join the meeting through VC/OAVM shall also 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 7506003914 or mail us their queries on "companysecretary@barcindia.co.in".

Form No. MGT-11
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 : U73100MH2010NPL265172
Name of the company : Broadcast Audience Research Council
Registered office : Valencia Tower, 4th Floor, Rajkamal Marg, 61, Dr. S.S. Rao Road, Parel, Mumbai – 400012

Name of the Member	
Registered Address	
Email Id	
Folio No. / Client Id / DP Id	

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name:
Address:
Email Id:
Signature:....., or failing him
2. Name:
Address:
Email Id:
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 15th Annual General Meeting of the Company, to be held on Friday, 1st August 2025 at 05.30 p.m. at The Living Room, 2nd Floor, Four Seasons Hotel, 1/136, Dr. E. Moses Road, Gandhi Nagar, Upper Worli, Worli, Mumbai – 400018 and at any adjournment thereof in respect of such resolutions as are indicated in the Notice.

Signed this..... day of..... 2025

Signature of shareholder: _____

Revenue
Stamp of
Re.1

Signature of Proxy holder(s): _____

Note: 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.

ROUTE MAP TO THE VENUE OF 15TH ANNUAL GENERAL MEETING

