

SHORTER NOTICE

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Broadcast Audience Research Council (the Company) will be held on 29th April 2024, Monday at 05.45 p.m. (IST) at Valencia Tower, 4th Floor, Rajkamal Marg, 61, Dr. S.S. Rao Road, Parel, Mumbai City, Maharashtra- 400012, India to transact the following business:

SPECIAL BUSINESS:

1. TO CONSIDER AND APPROVE ALTERATION OF THE ARTICLES OF ASSOCIATION:

“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, the following alteration to the Articles of Association of the Company be and hereby altered:

Existing Clause No.	Existing Clause	Altered Clause No. / New Clause No	Altered Clause/ New Clause
I (2). INTERPRETATION			
xiv	“Independent Director” means a director other than a managing director or whole-time director or nominee director.	xiv (a)	“Professional Director” means a director other than a managing director or whole-time director or nominee director.
		xiv (b)	“Nominee Director” means a director nominated by Indian Broadcasting and Digital Foundation (IBDF), Indian Society of Advertisers (ISA) and Advertising Agencies Association of India (AAAI)
II (3) (iv)	Subject to Articles 4 and 2, IBDF shall retain at all times the aforesaid shareholding of at least sixty percent in the paid-up share capital of the Company and the right to appoint proportionate (sixty percent)	II (3) (iv)	Subject to Articles 4 and 2, IBDF shall retain at all times the aforesaid shareholding of at least sixty percent in the paid-up share capital of the Company and the right to appoint proportionate (sixty percent) nominees/representatives on the



	nominees/representatives on the Board of Directors. Similarly, ISA shall retain at all times the aforesaid shareholding of at least twenty percent in the share capital of the Company and the right to appoint proportionate (twenty percent) nominees/representatives on the Board of Directors and AAI shall retain at all times the aforesaid shareholding of at least twenty percent in the share capital of the Company and the right to appoint proportionate (twenty percent) nominees/representatives on the Board of Directors. An Independent Director cannot contribute to the debt or equity of the company.		Board of Directors. Similarly, ISA shall retain at all times the aforesaid shareholding of at least twenty percent in the share capital of the Company and the right to appoint proportionate (twenty percent) nominees/representatives on the Board of Directors and AAI shall retain at all times the aforesaid shareholding of at least twenty percent in the share capital of the Company and the right to appoint proportionate (twenty percent) nominees/representatives on the Board of Directors. A Professional Director cannot contribute to the debt or equity of the company.
70 (i) (a) 4	Up to four (4) Independent Directors	70 (i) (a) 4	Up to four (4) Professional Directors
72 (i)	The sitting fees for the independent directors shall consist of sitting fees for number of meetings attended.	72 (i)	The sitting fees for the professional directors shall consist of sitting fees for number of meetings attended.
81	Save as otherwise expressly provided in these Articles and under the Act, a resolution in writing signed by majority of the members of the Board of Directors with at least one each of IBDF, ISA, AAI and Independent Board member signing shall be as valid and effective as if it has been passed at the meeting of Board of	81	Save as otherwise expressly provided in these Articles and under the Act, a resolution in writing signed by majority of the members of the Board of Directors with at least one each of IBDF, ISA, AAI and Professional Director signing shall be as valid and effective as if it has been passed at the meeting of Board of Directors duly called, held, and constituted

	Directors duly called, held and constituted.		
82	No business shall be transacted at any Board Meeting unless the requisite quorum of the members of the Board is present. Quorum for the Board meeting will be at least five Board members with at least two IBDF Directors and one of each of ISA Directors and AAAI Directors and one Independent Director present at such Board Meeting. The right of a Full Member nominee Director to form part of the quorum shall cease upon such Full Member's shareholding falling below 5% of the total paid up share capital in the Company. If such a quorum is not present within one hour from the time appointed for the meeting, the meeting shall adjourn to the same place and time 7 (seven) business days later, at which meeting the members of the Board present shall, subject to their constituting a valid quorum under the Act even though either IBDF Directors or an ISA Director or an AAAI Director or Independent Director , as the case may be, is not present, provided that notice of such adjourned meeting shall have been given to all members of the Board at least 5 business days prior to the date of such	82	No business shall be transacted at any Board Meeting unless the requisite quorum of the members of the Board is present. Quorum for the Board meeting will be at least five Board members with at least two IBDF Directors and one of each of ISA Directors and AAAI Directors and one Professional Director present at such Board Meeting. The right of a Full Member nominee Director to form part of the quorum shall cease upon such Full Member's shareholding falling below 5% of the total paid up share capital in the Company. If such a quorum is not present within one hour from the time appointed for the meeting, the meeting shall adjourn to the same place and time 7 (seven) business days later, at which meeting the members of the Board present shall, subject to their constituting a valid quorum under the Act even though either IBDF Directors or an ISA Director or an AAAI Director or Professional Director , as the case may be, is not present, provided that notice of such adjourned meeting shall have been given to all members of the Board at least 5 business days prior to the date of such adjourned meeting. Further provided that the Board of Directors shall not, at any adjourned meeting, adopt any resolution covering any matter that is not specified in the agenda for the original meeting

	<p>adjourned meeting. Further provided that the Board of Directors shall not, at any adjourned meeting, adopt any resolution covering any matter that is not specified in the agenda for the original meeting unless all members of the Board are present at such meeting.</p>		<p>unless all members of the Board are present at such meeting.</p>
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“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.”

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

For Broadcast Audience Research Council



Suman Saha
Company Secretary
A33035
Date: 22nd April 2024
Place: Mumbai

EXPLANATORY STATEMENT:

1. ALTERATION OF ARTICLES OF ASSOCIATION

As per Telecom Regulatory Authority of India's (TRAI) recommendation and subsequent discussions with Ministry of Information and Broadcasting, Government of India, it was suggested that the Company's Board should appoint four additional members who shall be "independent" of the stakeholder representatives. Accordingly, resolutions dated 17th June 2022 and 7th November 2022 were passed by the Board for appointment of Mr. Gopal Jain and Mr. Srikanth Velamakanni as additional directors, respectively.

The said resolutions erroneously referred to Section 149 and section 150 read with Schedule IV of the Companies Act, 2013 which is meant for "Independent Directors". The intention was to appoint these additional directors as "independent members" as per TRAI's recommendation and not "Independent Directors" as per the Companies Act, 2013.

The provisions and relevant compliances for "Independent Directors" is not applicable for Section 8 companies. The present AOA of the Company has the terminology 'Independent Director' which gives a view that they are "Independent Directors" under section 149 of the Companies Act, 2013.

In view of the above, the Company in its 65th Board Meeting decided that the reference to section 149 and section 150 read with Schedule IV of the Companies Act, 2013 be rectified and that additional directors be specified as "**Professional Directors**" instead of "**Independent Directors**".

It is, therefore proposed to alter the Articles of Association of the Company, pursuant to Section 14 of the Act and all other applicable provisions, if any, to give effect to the said alteration.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution accompanying the Shorter Notice.

The members recommend passing of the resolution accompanying the Shorter Notice as a Special Resolution.

The members are requested to approve the aforesaid business by way of a Special Resolution.

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



Suman Saha
Company Secretary
A33035
Date: 22nd April 2024
Place: Mumbai

NOTES:

1. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM 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 attend the meeting through their authorised representatives 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. Shorter Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
4. 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
5. The relevant Registers maintained under the Act and required to be placed at EGM will be available electronically for inspection by the members during the EGM.

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 EGM THROUGH VC / OAVM ARE AS UNDER:

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

4. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
5. Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
6. 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”.