

Sahara One Media and Entertainment Limited

NOTICE
2011-2012



NOTICE

Sahara One Media And Entertainment Limited

Notice is hereby given that the 31st Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Tuesday, the 25th day of September 2012 at 2:30 P.M. at Registered Office of the Company at Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai 400 104, to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in place of Smt Swapna Roy, who retires by rotation and being eligible, offer herself for re-appointment.
3. To appoint a Director in place of Shri J. N. Roy, who retires by rotation and being eligible, offer himself for re-appointment.
4. To appoint M/s S. R. Batliboi & Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company.

Special Business:

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

To approve re-appointment of Shri Suresh Mishra, Manager / Principal Officer of the Company appointed under section 269 and Schedule XIII of the Companies Act 1956:

"RESOLVED THAT pursuant to the provisions of Section 269 and all other applicable provisions, if any, of the Companies Act, 1956 consent of the members be and is hereby accorded for re-appointment of Shri Suresh Mishra S/o Shri Mahrajdin Mishra R/O A-706, Oberoi Park View, Thakur Village, Kandivali (East), Mumbai- 400 101 as Manager/Principal Officer of the Company for a period of three years w.e.f. 28th August, 2012 on remuneration not exceeding Rs. 5,29,787/- (Rupees Five Lakh Twenty Nine Thousand Seven Hundred And Eighty Seven Only) per month including all other perquisites, benefits and amenities etc. as per rules of the company prevailing from time to time.

RESOLVED FURTHER THAT the consent of the members be and is hereby also accorded to the increase of Rs. 2,287/- (Rupees Two Thousand Two Hundred Eighty Seven only) w.e.f. 1st January, 2012 as Annual increment and Rs. 68,440/- (Rupees Sixty Six Thousand Four Hundred Forty only) w.e.f. 1st November, 2011 as General increment aggregating to Gross remuneration of Shri Suresh Mishra, Manager / Principal Officer of the Company is Rs. 5,29,787 (Rupees Five Lakh Twenty Nine Thousand Seven Hundred And Eighty Seven Only) per month, including all other perquisites, benefits and amenities etc. as per rules of the company.

RESOLVED FURTHER THAT subject to approval of Remuneration Committee and compliance with provisions of the Companies Act, 1956 and rules made thereunder as may be applicable from time to time, the Board of Directors be and is hereby authorized to revise the salary/remuneration of Shri Suresh Mishra whenever they deem fit provided that such revised salary/remuneration does not exceed the limit of Rs 7,00,000/- (Rupees Seven Lac only) per month including all other perquisites, benefits and amenities etc. as per rules of the company prevailing from time to time.

RESOLVED FURTHER THAT Shri Suresh Mishra shall be treated as Manager/ Principal Officer / Occupier or any other terminology used for Manager/Principal officer in other legislations applicable to the Company and its activities and shall ensure the compliance with legislations/statutes as may be applicable to the company.



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all necessary acts, deeds and things as may be incidental and ancillary to give effect to the aforesaid resolution and also to authorise any officials of the Company to submit necessary applications and forms for approval / compliance with all Government agencies in this regard.”

By order of the Board of Directors
For **Sahara One Media and Entertainment Limited**

Place: Mumbai
Date: 3rd August, 2012

Registered Office:
Sahara India Point, CTS 40 - 44,
S. V. Road, Goregaon (West),
Mumbai- 400 104

Sd/-
(S. C. Tiwari)
Company Secretary

Notes-

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself and the proxy need not be a member of the Company. In order to be effective, proxies must be received at the Registered Office of the Company not less than 48 hours before the Annual General Meeting.
2. Corporate members are requested to send to the Registered Office of the Company, a duly certified copy of the Board resolution under section 187 of the Companies Act, 1956 authorizing their representative to attend and vote at the Annual General Meeting.
3. Members are requested to bring the admission slip alongwith their copies of Annual Report.
4. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. The introduction of Section 109 (A) of the Companies Act, 1956 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. 2B duly filled in at the Registered Office of the Company or with the Registrar and Share Transfer Agent of the Company:- M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
6. Members are requested to notify the changes in their addresses at the Company's Registered Office or at the office of the Registrar and Share Transfer Agent with their Ledger Folio No. (s).
7. Shareholders are requested to notify multiple folios standing in their names for consolidation.
8. Members are requested to avoid being accompanied by non-members and/or children.
9. The Register of Members and the Share Transfer Book will remain closed from 18th September 2012 to 25th September 2012 (both days inclusive).
10. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the detailed information ready.

Details of Directors seeking re-appointment

Smt. Swapna Roy is a Director of the Company since 10th March 2000. With her sheer hard work and determination, she attained a responsible position in the organization. Since she is retiring by rotation pursuant to section 256 of the Companies, 1956 and being eligible to continue as Director of the Company, it has been proposed by Board that she should be re-appointed as Director so that company may be able to utilize her experience in its business affairs.

Details of her Directorship and Chairmanship / Membership of the Committees in other Companies are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara Prime City Limited	Sahara School Holding Limited (Chairman -Audit Committee)
Sahara India Life Insurance Company Limited	Sahara India Life Insurance Company Limited (Member-Audit Committee)
Sahara India Power Corporation Limited	Sahara India Power Corporation Limited (Member-Audit Committee)
Sahara Adventure Sports Limited	
Eric City Homes Development Pvt. Limited	
Sahara Realtors and Developer Private Limited	
Sahara Welfare Foundation(Section 25 Company)	

Sahara Star River Developers Private Limited	
Sahara Earth Developers Private Limited	
Sahara Rose Developers Private Limited	
Sahara Lotus Hill Developers Private Limited	
Sahara Green Developer Private Limited	
AVL Royal Apartments Limited	
Aamby Valley Green Golf Limited	
AVL Hotels and Resorts Limited	
AVL Canal Limited	
Aamby Valley City Developer Limited	
Sahara Universal Minings Corporation Limited	
Sahara IND CAPSAC Limited	
Sahara Q Gold Mart Limited	
Sahara Q Shop Unique Products Range Limited	

Shri J. N. Roy, Former Commissioner of Security Ministry of Civil Aviation, Govt. of India, was appointed as Additional Director of the Company w.e.f. 1st day of July, 2009 and the Shareholders of the Company at their Annual General Meeting held on 24th September, 2009 appointed him as Ordinary Director liable to retire by rotation. He has garnered enriched experience of business, administration and security etc. and is capable of contributing significantly in the affairs of company. Since he is retiring by rotation pursuant to section 256 of the Companies, 1956 and being eligible to continue as Director of company, it has been proposed by Board that he should be re-appointed as Director so that the Company may be able to utilize his experience in its business affairs.

Details of his Directorship and Chairmanship / Membership of the Committees in other Limited Companies are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Medical Institute Limited	Sahara India Medical Institute Limited (Member-Audit Committee)
Aamby Valley Limited	Aamby Valley Limited (Member-Audit Committee)

Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956:

Item No.5

To approve re-appointment of Shri Suresh Mishra, Manager / Principal Officer of the Company appointed under section 269 and Schedule XIII of the Companies Act 1956:

The Board has appointed Shri Suresh Mishra as Manager/Principal Officer of the Company w.e.f 28-08-2009 for a period of three years. Shri Suresh Mishra is M. Com, MPA and LLB and has enriched experience in legal affairs and Media Industry and has contributed substantially in the affairs of the Company.

Other Information as required by Schedule XIII of the Companies Act, 1956:

(I) GENERAL INFORMATION:

1. Nature of Industry - Media and Entertainment
2. Date of Commencement of Business - 08-09-1981

3. Financial Performance-

	(Rs. In Millions)	
FOR THE YEAR ENDED	31st March 2012	31st March 2011
Total Income	1309.88	1415.82
Total Expenses	1304.02	1409.99
Profit Before Tax	5.85	5.83
Provision for Taxation (Current , Deferred , Earlier year Fringe Benefit Tax and others)	8.05	5.30
Prior Period Income/ (Expenses)	0	0
Profit / (Loss) After Tax and Extraordinary items	(2.20)	0.54
Profit / (Loss) After Tax carried to the Balance Sheet	573.68	575.88

4. Export Performance and net foreign exchange collaboration- Company has no foreign collaboration however the foreign exchange earning and outgo during F.Y. 2011-12 is as hereunder:

Foreign Currency Earnings (Accrual Basis) - Rs. 2,861,182=00

Foreign Currency Expenditures (Accrual Basis) - Rs. 2,771,191=00

5. Foreign investments or collaborators- Company has no foreign collaboration.

(II) INFORMATION ABOUT THE APPOINTEE:

- Background Details – Shri Suresh Mishra joined Sahara Group w.e.f. 1st day of July, 1991 and since then he has been working in the company in various capacities. As he has spent a long period of about 20 years in the organization looking after the media and legal affairs of company, he has achieved excellence in many activities. He is M. Com., MPA and LLB and has garnered rich experience of legal affairs and media industry.
- Past Remuneration – Shri Suresh Mishra is working as Manager / Principal Officer of the Company and is drawing a gross remuneration of Rs. 4,61,060/- per month at present. (Including all other perquisites, benefits and amenities etc. as per rules of the Company prevailing from time to time).
- Recognition or Award- Nil.
- Job Profile and his suitability- Shri Suresh Mishra is M.Com. MPA and LLB and has been working in the organization dealing with the media industry activities since last 20 years. This has enabled him to garner wide experience and acumen of business activities of the Company and he is accredited with good ramification in the Media Industry. The management recommends elevation in his remuneration so that he may be assigned wider responsibility and may be able to contribute substantially in the affairs of company.
- Remuneration proposed- It is proposed to increase his existing remuneration by Rs. 68,727/- per month. (excluding all other perquisites, benefits and amenities etc. as per rules of the Company prevailing from time to time) so as to increase his gross salary to Rs. 5,29,787/- including all other perquisites, benefits and amenities etc. as per rules of the Company prevailing from time to time. After considering all perquisites & benefits etc total remuneration payable is arrived at Rs. 5,29,787/- P.M. However the Board is proposed to authorized to increase the remuneration of Shri Suresh Mishra, as per it discretion upto the limit of Rs. 7,00,000/- per month (Rupees Seven lac only).
- Comparative Remuneration Profile- The remuneration proposed for Shri Suresh Mishra is lowest in the Industry keeping in view the responsibilities assigned to him.

7. Pecuniary Relationship- Shri Suresh Mishra does not have any pecuniary relationship with the Company or with any managerial persons.

(III) OTHER INFORMATION:

1. Reason of Loss or Inadequate Profit- The effects of recession, substantial increase in Content costs and increase in current taxes etc have caused the Company to be in the status of loss.
2. Steps taken for Improvement- The Company is aligning its affairs all around and have opened new offices also for wider reach of business activity and has also applied with MIB and FIPB for granting approval to commence broadcasting activities by company at its own which is likely to be obtained shortly. The company is planning to acquire good contents for TV and production of good quality movies is also underway which is likely to create a turnaround situation in profits.
3. Expected Increase in Productivity and Profits- the Company is likely to grow in forthcoming period but this can not be exactly measured in monetary terms for various factors.

(IV) DISCLOSURES:

The shareholders of the company shall be informed of the remuneration package of the Manager.

None of the Directors are concerned or interested in this resolution.



FORM 2B NOMINATION FORM

(To be filled in by individual(s) applying singly or jointly)

Folio No.:
No. of Shares:

I/We and and
the holders of Shares bearing numbers(s) of **M/s. Sahara One Media And Entertainment Limited** wish to make a nomination and do hereby nominate the following person in whom all rights of transfer and/or amount payable in respect of Shares shall vest in the event of my or our death.

Name and Address of Nominee

Name :
Address :
Date of Birth* :

(*to be furnished in case the nominee is a minor)

** The Nominee is a minor whose guardian is

Name and Address:.....
.....

(** To be deleted if not applicable)
[To be filled in by the Shareholder(s)]

- Signature :
Name :
Address :
Date :
- Signature :
Name :
Address :
Date :
- Signature :
Name :
Address :
Date :
- Signature :
Name :
Address :
Date :

Name, Address and Signature of two Witness	
Name and Address	Signature with date
1. _____	_____
2. _____	_____

(Applicable only in respect of physical shareholding)

Instructions:

1. The Nomination can be made by individuals only, applying/holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, Holder of power of attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the nomination form. If there are more joint holders more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination stands rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a Nominee shall be a valid discharge by a company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered office of the Company.



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

REGISTERED OFFICE: SAHARA INDIA POINT, CTS 40-44, S. V. ROAD, GOREGAON (WEST), MUMBAI 400 - 104.

FORM OF PROXY

Folio No. _____ /DP ID No* _____ & Client ID No.* _____
(*Applicable for members holding Shares in electronic form)

No. of Shares _____

I/ we of in the district of being a member / members of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED, hereby appoint of in the district of or falling him/her of in the district of as my/our proxy, to attend and vote for me/us on my/our behalf at the Thirty First Annual General Meeting of the Company to be held on Tuesday the 25th Day of September 2012 at 2:30 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai-400 104 and at any adjournment thereof.

Affix
Revenue
Stamp

Signed this _____ day of _____ 2012 Signature _____

Note: This form in order to be effective should be duly stamped completed and must be deposited at this Registered Office of the Company, not less than 48 hours before commencement of the meeting.

- T E A R H E R E -

SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

REGISTERED OFFICE: SAHARA INDIA POINT, CTS 40-44, S. V. ROAD, GOREGAON (WEST), MUMBAI 400 - 104.

ATTENDANCE SLIP

Folio No. _____ /DP ID No* _____ & Client ID No.* _____
(*Applicable for members holding Shares in electronic form)

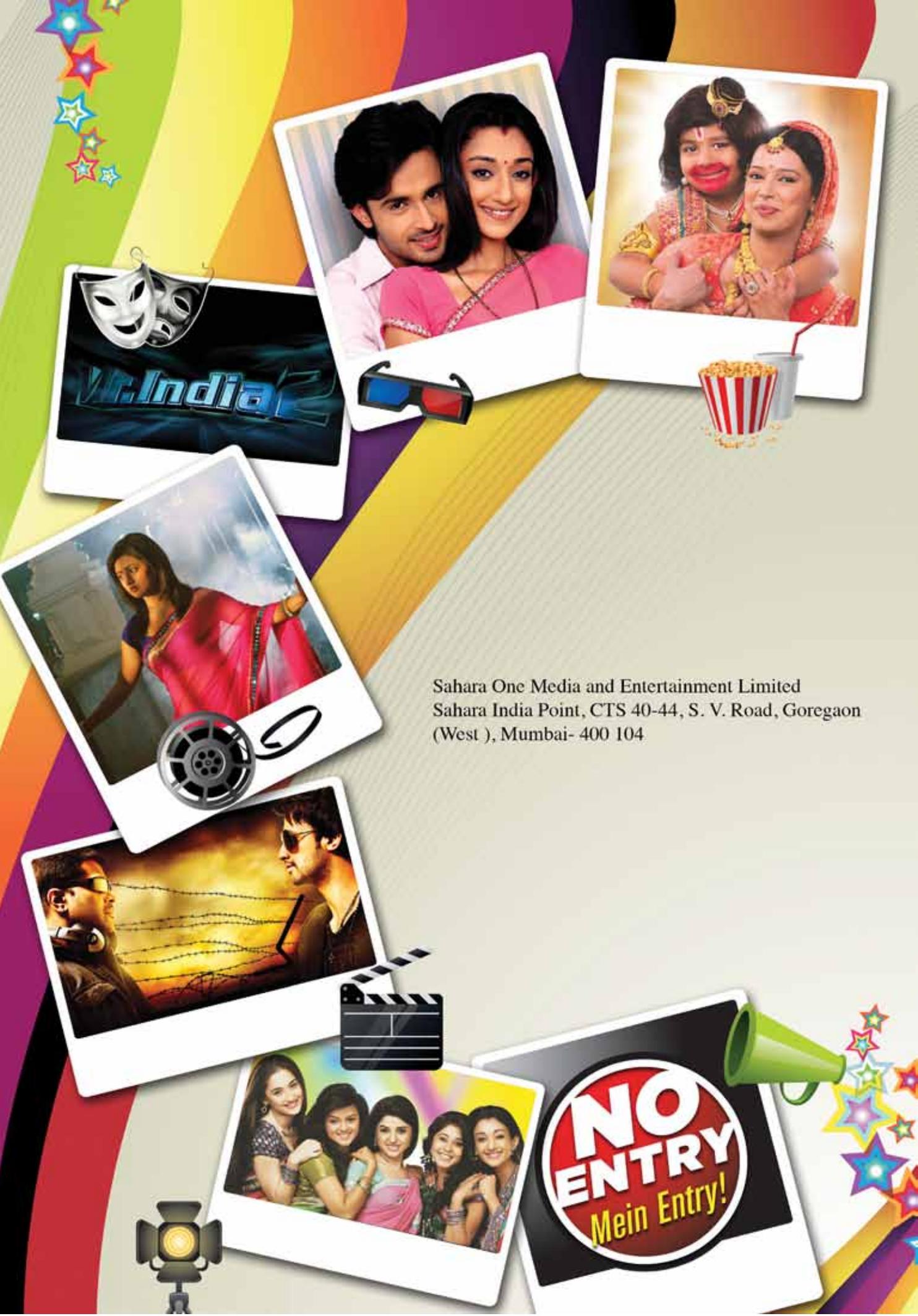
Name :
(IN BLOCK CAPITAL)

Address :
.....

I hereby record my presence at the Thirty First Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Tuesday the 25th day of September 2012 at 2:30 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai - 400 104.

Signature of Shareholder/Proxy
Name of Shareholder

NOTE: Please fill this attendance slip and hand over at the entrance of the hall / meeting venue.



Sahara One Media and Entertainment Limited
Sahara India Point, CTS 40-44, S. V. Road, Goregaon
(West), Mumbai- 400 104

**NO
ENTRY**
Mein Entry!