

NOTICE

Sahara One Media And Entertainment Limited

Notice is hereby given that the 28th Annual General Meeting of the members of Sahara One Media And Entertainment Limited will be held on Thursday the 24th day of September 2009 at 11.30 A.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 as at 31st March 2009 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 Shri O. P. Srivastava, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint a Director in place of Shri J. B. 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 appoint Shri Suresh Mishra as Manager/Principal Officer of Company

“**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 appointment of Shri Suresh Mishra S/o Shri Mahrajdin Mishra R/O A-105, Oberoi Park View, Thakur Village, Kandivili (East), Mumbai- 400101 as Manager/Principal Officer of the Company for a period of three years w.e.f. 28/08/2009 on remuneration of Rs. 194722/- per month comprising of Basic salary Rs.28000/-, DA of Rs. 6160/- and other allowances amounting to Rs. 160562/- alongwith company owned chauffeur driven car, PF, Gratuity, Pension and all other perquisites, benefits and amenities etc. as per rules of the company prevailing from time to time.

FURTHER RESOLVED THAT the Board of Directors/Remuneration Committee of company be and is hereby authorized to revise the salary/remuneration of Mr. Suresh Mishra whenever they deem fit provided that such revised salary/remuneration does not exceed the limit as prescribed under schedule XIII of Companies Act, 1956 applicable on company.”

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

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

To Delist Company from Calcutta Stock Exchange and Delhi Stock Exchange

“**RESOLVED THAT** consent of the members be and is hereby accorded to get all the shares of company delisted from the Calcutta Stock Exchange (CSE) and Delhi Stock Exchange (DSE) subject to necessary approvals/permissions/compliances/compounding etc. as may be required to enforce this resolution.

FURTHER RESOLVED THAT Shri Sanjay Garg, CFO and Shri D. N. Mishra, Company Secretary be and are hereby severally authorized to sign and submit necessary reply, documents, disclosures etc. as may be required by CSE and DSE for delisting of all the shares of company listed with them and undertake all other activities as may be incidental in this-regard.”

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

To Appoint Shri J. N. Roy as Director of the Company:

“**RESOLVED THAT** Shri J. N. Roy, who was appointed as Additional Director of the Company w.e.f. 1st day of July, 2009 in the Board Meeting held on 30th June, 2009, be and is hereby appointed as Director of company and his office will be liable to retire by rotation.”

FURTHER RESOLVED THAT Shri D. N. Mishra, Company Secretary of the Company, be and is hereby authorised to undertake necessary activities as may be incidental in this regard.

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

Increase in Borrowing Power Limits of the Company:

“**RESOLVED THAT** pursuant to the provisions of section 293(1) (d) of the Companies Act, 1956 and other applicable provisions of the said Act, consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow such sum of monies in any manner from time to time with or without security and upon such terms and conditions as they may think fit, notwithstanding that the monies already borrowed by the Company (apart from the temporary loans of business) may exceed the aggregate of the paid up share capital and free reserves of the company that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the board of Directors shall not exceed the sum of Rs. 300 Crores (Rupees Three Hundred Crores Only) at any point of time.”

By order of the Board
Sd/-
(D. N. Mishra)
Company Secretary

Place: Mumbai
Date: 25th August, 2009

Registered Office:

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

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 along-with 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.

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5. The introduction of Section 109 (A) of the Companies Act, 1956 provides for nomination by the Shareholders of the Company. The Shareholders 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 Intime Spectrum Registry 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 close from 18th September 2009 to 24th September 2009 (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.

Detail of Directors seeking re-appointment

Shri O. P. Srivastava is a Director of the Company since 10th March 2000. He is a graduate in Law. He has been associated with the Sahara group of Companies since inception. He has an illustrious career in Sahara India with successful track record of building vibrant organization and successful project implementation. With his sheer hard work and determination, he attained a respectable position in the organization from a modest background. He has made significant contributions in the field of Parabanking. His directorship and Committee details in other companies as on 31-03-09 are as hereunder:

Other Companies Directorship Details	Other Companies Committee Details
Sahara Prime City Limited	Sahara Infrastructure and Housing Limited (Remuneration committee)
Sahara India Financial Corporation Limited	Sahara India Life Insurance Company limited (Audit Committee)
Sahara Welfare foundation (Sec. 25 Company)	Sahara India Medical Institute Limited. (Audit Committee)
Sahara India Commercial Corporation Limited	Sahara India Commercial Corporation Limited (Audit Committee)
Sahara India Medical Institute Limited	Sahara Prime City Limited. (Audit Committee, Remuneration Committee and Investor Grievance and Share Transfer Committee)
Sahara Infrastructure and Housing Limited	Sahara Housingfina Corporation Limited (Audit Committee)
Sahara India Life Insurance Company limited.	Sahara India Financial Corporation Limited (Audit Committee)
Sahara Net Corp Limited.	Sahara Hospitality Limited (Audit Committee and Remuneration Committee)
Sahara India Power Corporation Limited	Sahara Asset Management Company Pvt. Ltd. (Budget Approval and Audit Committee)
Sahara Hospitality Limited	–
Sahara Housingfina Corporation Limited	–
Sahara Care Limited	–
Sain Processing & Weaving Mills (P) Limited.	–
Sahara Asset Management Company (P) Limited	–

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Sahara Realtors Corporation Private Limited	–
Eric City Homes Development Private Limited	–

Shri J. B. Roy is a Director of the Company since 10th March 2000. He is associated with the Sahara Group of Companies. With his sheer hard work and determination, he attained a responsible position in the organization.

Other Companies Directorship Details	Other Companies Committee Details
Sahara Prime City Limited	Sahara Care Limited (Audit Committee)
Sahara India Financial Corporation Limited	Sahara India Power Corporation Limited. (Audit Committee)
Sahara India Commercial Corporation Limited	Sahara Infrastructure and Housing Limited (Share Transfer and Investor Grievance Committee)
Sahara India Medical Institute Limited	Sahara India Medical Institute Limited (Audit Committee and Remuneration Committee)
Sahara Infrastructure and Housing Limited	Sahara India Financial Corporation Limited(Audit Committee)
Sahara Net Corp Limited	Sahara Hospitality Limited (Audit Committee and Remuneration Committee)
Sahara India Power Corporation Limited	–
Sahara Hospitality Limited	–
Sahara Housingfina Corporation Limited	–
Sahara Care Limited	–
Sahara Welfare Foundation (Section 25 Company)	–
Sahara Global Vision Private Limited.	–
Geon Studios Private Limited	–

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

Item No. 5:

Shri Sudhir Srivastava who was appointed Manager/Principal Officer of Company for a period of 5 years has completed his term on 30th July, 2009. Keeping in view the provisions of section 269 of Companies Act, 1956 and other applicable provisions, Company is required to appoint Manager/Principal Officer of company since its paid up capital is beyond Rs. Five Crores.

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

Other Information as required by Schedule XIII (II- B) of Companies Act, 1956

(I) General Information

Nature of Industry- Entertainment and Media

Date of Commencement of Business- 08-09-1981

Financial Performance –

	(Rs. In Millions)	
FOR THE YEAR ENDED	31st March 2009	31st March 2008
Total Income	2454.27	2043.29
Total Expenses	2412.13	2010.00
Profit Before Tax	42.14	33.28
Provision for Taxation	22.20	12.60
(Current , Deferred , Earlier year Fringe Benefit Tax and others)		
Prior Period Income/ (Expenses)	–	7.56
Profit After Tax and Extraordinary items	19.94	28.24
Profit After Tax carried to the Balance Sheet	486.02	466.09

Export Performance and net foreign exchange collaboration- Company has no foreign collaboration however the foreign exchange earning and outgo during F.Y. 2008-09 is as hereunder:

Foreign Currency Earning (Accrual Basis) -Rs. 2,06,22,102=00

Foreign Currency Expenditure (Accrual Basis) -Rs. 16,85,42,733=00

(II) Information about the appointee

Background Details – Mr. Suresh Mishra joined Sahara Group w.e.f. 1st day of July, 1981 and since then he has been working in the company in various capacities. As he has passed a long period of 18 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 wide experience of legal affairs and media industry.

Past Remuneration – Mr. Suresh Mishra is working as Chief Manager of company and is drawing a salary of Rs. 194722/- per month at present alongwith some perks and benefits also which accumulately amounts his salary/remuneration beyond Rs. Two Lacs per month. No change is proposed in his existing salary/remuneration while appointing him as Manager/Principal Officer of company.

Recognition or Award- Nil

Job Profile and his suitability- Mr. Suresh Mishra is M.Com, MPA and LLB and has been working in the organization dealing with the media industry activities since last 18 years. This has enabled him to garner wide experience and acumen of business activities of company and he is accredited with good ramification in the Media Industry. The management recommends elevation in his post so that he may be assigned wider responsibility and may contribute substantially in the affairs of company.

Comparative Remuneration Profile- The remuneration proposed for Mr. Suresh Mishra is lowest in the Industry keeping in view the responsibilities assigned to him.

Pecuniary Relationship- Mr. Suresh Mishra does not have any pecuniary relationship with company or managerial persons.

(III) Other Information:

Reason of Loss or Inadequate Profit- Due to the effect of recession, substantial reduction in ad-spends by the Corporate houses, spiraling cost of production and acquisition of TV serial etc caused the company to be in the inadequate profit status.

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.

Expected Increase in Productivity and Profits- the Company is likely go grow in forthcoming period but this can not be exactly measured in monetary terms for various factors.

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

Item No. 6:

The company is listed with Bombay, Delhi and Kolkata Stock Exchange and out of its total 21525000 equity shares, only 172,00,000 shares of company are listed with Delhi and Kolkata stock exchanges at present. These exchanges do not have wide network and trading is also negligible on such exchanges however company has to make various compliances in compliance to Listing Agreement and pay annual listing fees also every year by which the neither the company nor the shareholders of company are benefited at large.

In view of above, this is proposed that company should get it delisted from Delhi and Kolkata Stock Exchanges and should keep its Listing continued with Bombay Stock Exchange which is able to serve the shareholders of company at large.

Hence the resolution has been placed for consideration and approval of the members.

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

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Item No. 7

Shri J. N. Roy, Former Commissioner of Security Ministry of Civil Aviation, Govt. of India, has been appointed as Additional Director of company w.e.f. 1st day of July, 2009. He has garnered enriched experience of general affairs, administration and security etc. and is capable of contributing significantly in the affairs of company. Since he is eligible to continue as Director of company, it has been proposed by Board that he should be re-appointed as Director so that company may be able to utilize his experience in its business affairs.

Hence the resolution has been placed for consideration and approval of the members.

None of the Directors except Shri J. N. Roy are concerned or interested in this resolution.

Item No. 8

The company was authorized by shareholders of company to borrow upto Rs. 130 Crore U/s 293(1) (d) of Companies Act, 1956 in the 21st Annual General Meeting held on 27th September 2002. Since the Board has decided in its Board Meeting held on 21st March, 2009 to expand its activities by way of commencing the broadcasting of three General Entertainment Channels (GECs) viz. Sahara One, Filmy and Firangi at its own, this may cause the company to seek financial assistance from Banks/ Financial Institution etc. for meeting out the expansion project fund requirement. The said expansion will enable the company to strengthen its asset base and net worth of company and is likely to enhance the earning potency of company tremendously.

In view of above, it becomes pertinent that company should be authorized by the shareholders to borrow up to Rs. 300 Crore in place of existing limit of Rs. 130 Crore keeping in view the expansion project of Broadcasting so that it may place proposal with Banks etc. for funding purpose of the Broadcasting project and the existing borrowing limit may not arise as bottleneck in the proposed business.

Hence the resolution has been placed for consideration and approval of the members.

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

Sahara One Media And Entertainment Limited

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.

**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)]

1. Signature :
Name :
Address :
Date :
2. Signature :
Name :
Address :
Date :
3. Signature :
Name :
Address :
Date :
4. 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)

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 Twenty-Eighth Annual General Meeting of the Company to be held on Thursday the 24th Day of September 2009 at 11:30 A.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.

Signed this _____ day of _____ 2009 Signature _____

Affix
Revenue
Stamp

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.

----- TEAR HERE -----

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 Twenty-Eighth Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Thursday the 24th day of September 2009 at 11:30 A.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.