



# NOTICE

# Sahara One Media And Entertainment Limited

Notice is hereby given that the 30th Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Wednesday, the 28th day of September 2011 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, 2011 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 R. S. Rathore, 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 an Ordinary Resolution:

"RESOLVED THAT Shri Boney Surinder Kapoor, who was appointed as an Additional Director of the Company w.e.f. 2nd August, 2011 by the Board of Directors in their Meeting held on 2nd August, 2011, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company and his office will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all necessary activities, deeds and things as may be incidental and necessary in this regard."

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

"RESOLVED THAT Shri Amitabha Ghosh, who was appointed as an Additional Director of the Company w.e.f. 2nd August, 2011 by the Board of Directors in their Meeting held on 2nd August, 2011, and in respect of whom a notice has been received from a Member in writing, under Section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as Director of the Company and his office will be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all necessary activities, deeds and things as may be incidental and necessary in this regard."

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

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, and subject to prior approval of Central Government, if required, consent of the members be and are hereby accorded for increase of Rs. 1,08,500/- per month (excluding all other perquisites, benefits and amenities etc. as per rules of the Company prevailing from time to time) w.e.f. 1st day of March, 2011 in remuneration of Shri Suresh Mishra, Manager / Principal Officer of the Company, R/o A-105, Oberoi Park View, Thakur Village,



Kandivali (East), Mumbai – 400 101 subject to the condition that the Gross remuneration of Shri Suresh Mishra including all other perquisites, benefits and amenities etc. as per rules of the company prevailing from time to time shall not exceed Rs.4,61,060/- Per Month.

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 application and forms for approval / compliance with all Government agencies in this regard."

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

"RESOLVED THAT pursuant to the provisions of Section 269 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 consent of the members be and are hereby accorded for appointment of Shri Boney Surinder Kapoor S/o Shri Surinder Kapoor R/o. Pratiksha Bunglow No.2, A B Nair Road, Juhu, Mumbai – 400 049, as Whole Time Director of the Company designated as 'HEAD – SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED' for a period of three years w.e.f. 2nd day of August 2011, on terms and conditions as decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT Shri Boney Surinder Kapoor shall be entitled following remuneration and benefits and will perform such functions and powers and discharge the duties/responsibilities as decided by the Board of Directors from time to time.

#### Salary:

He will not be entitled monthly salary from the company as Whole Time Director till company has adequate profit as per Companies Act 1956 though he shall be entitled following benefits from the Company or otherwise as may be decided by the Board of Directors of the Company with mutual consent within the limit of Schedule XIII of the Companies Act, 1956.

# Other benefits/perquisites:

- (i) Sitting fees for attending Meeting of Board of Directors and committee (s) thereof.
- (ii) Encashment of leave, as per Rules of the Company.
- (iii) Reimbursement of medical expenses for self and spouse subject to limit of 15 days salary.
- (iv) Leave Travel Concession, for self and family.
- (v) Telephone(s), Fax (es) for home and personal.
- (vi) Car(s) with Driver(s) for the use of Company's business.
- (vii) House Maintenance Allowances together with reimbursement of expenses for utilization of gas, electricity, water, furnishing and repairs subject to limit of Rs 6 (Six) lacs annually.

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

Place: Mumbai

Date: 2nd August, 2011

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 22nd September 2011 to 28th September 2011 (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

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 its 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 has attained a respectable position in the organization from a modest background. He has made significant contributions in the filed of Parabanking. His directorship and committee details in other companies as on 31st March, 2011 are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Medical Institute Limited	Sahara India Financial Corporation Limited (Audit Committee)
Sahara Housingfina Corporation Limited	Sahara India Life Insurance Company Limited (Audit Committee)
Sahara Prime City Limited	Sahara India Medical Institute Limited (Audit Committee)
Sahara India Life Insurance Company Limited	Sahara India Commercial Corporation Limited (Audit Committee)
Sahara Hospitality Limited	Sahara Prime City Limited (Audit Committee)
Sain Processing and Weaving Mills Private Limited	Sahara Prime City Limited (Investors Grievances and Share Transfer Committee)
Sahara India Power Corporation Limited	Sahara Asset Management Company Private Limited (Budget approval and Audit Committee)
Sahara India Financial Corporation Limited	Sahara Housingfina Corporation Limited (Audit Committee)
Sahara India Commercial Corporation Limited	Sahara Hospitality Limited (Audit Committee)



Sahara Realtors Corporation Limited	
Sahara Global Design Studio Limited	
AVL Villas Limited	
Aamby Valley Global Sports Limited (formerly Sahara Hills Limited)	
Sahara Global Mastercraft Limited	

**Shri R. S. Rathore** is Director of the Company since 29th July, 2006. He is I.R.S. of 1959 batch and M.A. in English. He has enriched experience of about 40 years in Banking, Taxation, Finance and other relevant areas. Shri R. S. Rathore was the Ex-Chairman, Central Board of Direct Taxes and Special Secretary, Ministry of Finance and Ex-Chairman of Bank of Rajasthan Ltd., during 1992 to 1997. He has also worked with Asian Development Bank, United Nation Development Program.

Except Sahara One Media and Entertainment Limited, he does not hold any directorships and membership or chairmanship in committees of other companies as on 31st March, 2011.

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

#### Item No.5

# To appoint Shri Boney Surinder Kapoor as an Ordinary Director of the Company

Shri Boney Surinder Kapoor, Additional Director, is one of the most high profile producers & Director of Bollywood who delivered a lot of hits, Big on ideas, bigger on execution - that's Boney Surinder Kapoor - movie mogul par excellence.

The journey that began in 1980 completed 31 years in 2011. However, the year 2005 became memorable to him in which as many as four films hit the marquee- Bewaffa, Bachke Rehna Re Baba, Matrubhoomi and No Entry which went on to become the biggest commercial hit of the year.

Shri Boney Surinder Kapoor went on to become one of the top film producers of the country and audiences look forward to watching his films. In fact if one talks about some of the biggest films produced in India so far, then Mr. India, Roop Ki Rani Choron Ka Raja, Prem & Pukaar would surely figure in them. In early 2006 Shri Boney Surinder Kapoor was elected as the President of the Film Federation of India, the apex body of the Indian film industry.

Shri Boney Surinder Kapoor has expressed his interest / consent to be associated with the Company. Hence to avail of his rich experience & expertise, the management is keen to appoint him as a Director of the Company which shall be a significant asset towards the robust functioning of our general entertainment channels and production ventures, thus leading to a positive growth of our cherished endeavors in the realm of mass entertainment.

In this regard the Company has received a request in writing from a member of the Company signifying his intention to propose him as candidate for appointment as Director of the Company in accordance with the provisions of Section 257 and all other applicable provisions of the Companies Act. 1956.

In view of above, the said resolution has been placed for consideration and approval of the members of the Company.

None of the Directors except Shri Boney Surinder Kapoor are concerned or interested in the above resolution.



#### Item No.6

#### To appoint Shri Amitabha Ghosh as an Ordinary Director of the Company

Shri Amitabha Ghosh, Additional Director of the Company, age 79 years, holds a Bachelor's degree in commerce from Calcutta University and is a Fellow of the Institute of Chartered Accountants of India and the India Institute of Bankers. He started his career as a probationary officer in Allahabad Bank in 1951 and reached the position of Chairman and Managing Director in 1977.

He was the Deputy Governor of the Reserve Bank of India from January 21, 1982 to January 14, 1985, Governor, RBI from January 15, 1985 to February 4, 1985 and again Deputy Governor, RBI from February 5, 1985 to January 20, 1992. He was also the Chairman of the Reserve Bank of India Services Board from January 1992 to December 1993. During his tenure, he has been Chairman of the Deposit Insurance and Credit Guarantee Corporation, Director of IDBI Bank, Director of EXIM Bank, Director of National Institute of Bank Management, Director of IRBI, among others.

He has chaired various working groups and committees and has been member of numerous study groups.

As Shri Amitabha Ghosh has expressed his interest / consent and the Company has received a request in writing from a member of the company signifying his intention to propose him as candidate for appointment as Director of the Company in accordance with the provisions of Section 257 of the Companies Act, 1956 hence to avail his rich experience & expertise, the management is keen to appoint him as Director of the Company which shall be a significant asset towards the robust functioning of our Company.

In view of above, the said resolution has been placed for consideration and approval of the members of the Company.

None of the Directors except Shri Amitabha Ghosh are concerned or interested in the above resolution.

#### Item No.7

# To approve the increment in remuneration of Shri Suresh Mishra, Manager 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 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 is expected to contribute substantially in the affairs of 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 2011	31st March 2010
Total Income	1415.82	2023.06
Total Expenses	1409.99	1886.56
Profit Before Tax	5.83	136.50
Provision for Taxation (Current , Deferred , Earlier year Fringe Benefit Tax and others)	5.30	47.18
Prior Period Income/ (Expenses)	0	0
Profit After Tax and Extraordinary items	0.54	89.32
Profit After Tax carried to the Balance Sheet	575.88	575.34



4. Export Performance and net foreign exchange collaboration- Company has no foreign collaboration however the foreign exchange earning and outgo during F.Y. 2010-11 is as hereunder:

Foreign Currency Earnings (Accrual Basis) - Rs. 52,49,230=00 Foreign Currency Expenditures (Accrual Basis) - Rs. 16,53,500=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.
- 2. Past Remuneration Shri Suresh Mishra is working as Manager of the Company and is drawing a gross remuneration of Rs. 2,65,760/- per month at present. (excluding all other perquisites, benefits and amenities etc. as per rules of the Company prevailing from time to time).
- 3. Recognition or Award- Nil.
- 4. 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.
- 5. Remuneration proposed- It is proposed to increase his existing remuneration by Rs. 1,08,500/- 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 salary upto gross salary Rs. 3,74,260/- excluding to 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. 4,61,060/- P.M.
- 6. 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 managerial persons.

# (III) OTHER INFORMATION:

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

1. 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.

#### Item No. 8

To appoint Shri Boney Surinder Kapoor as Whole Time Director of the Company designated as "Head – Sahara One Media and Entertainment Limited" under section 269 of the Companies Act, 1956 read with provision of Schedule XIII:

The Board subject to the Consent of members in General Meeting has appointed Shri Boney Surinder Kapoor as Whole Time Director of the Company designated as "Head – Sahara One Media and Entertainment Limited" for a period of three years w.e.f 2nd day of August, 2011. Shri Boney Surinder Kapoor has rich experience in film industry and is expected to contribute 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- As per Item No. 7 above.
- 2. Date of Commencement of Business- As per Item No. 7 above.
- 3. Financial Performance- As per Item No. 7 above.
- 4. Export Performance and net foreign exchange collaboration- As per Item No. 7 above.
- 5. Foreign investments or collaborators- As per Item No. 7 above.

#### (II) INFORMATION ABOUT THE APPOINTEE

- 1. Background Details Shri Boney Kapoor joined Sahara Group w.e.f. 2nd day of August, 2011 as Additional Director of the Company. He has vast experience of about 30 years in the film and entertainment industry, and achieved excellence in many fields. He has garnered rich experience of the film and media industry.
- 2. Past Remuneration not Applicable as not appointed earlier.
- 3. Recognition or Award-While the film produced by Shri Boney Surinder Kapoor 'PUKAAR' received the National award for the best film, his film 'MATRUBHOOM!' won a clutch of awards at international festivals and has been rated by no less than TIME MAGAZINE as one of the top ten films in the world for the year 2004. In early 2006, Shri Boney Surinder Kapoor was elected as the President of the Film Federation of India, the apex body of the Indian film industry.
- 4. Job Profile and his suitability- Shri Boney Surinder Kapoor is one of the most high profile Producers & Director of Bollywood with a rich experience of over 30 years in film industry and hence his appointment as a Director of the Company shall be a significant asset towards the robust functioning



of our general entertainment channels and production ventures, thus leading to a positive growth of our cherished endeavors in the realm of mass entertainment.

- 5. Remuneration proposed- Gross Salary Rs NIL per month till company has adequate profit, otherwise as may be decided by the Board of Directors within the limit of Schedule-XIII of the Companies Act, 1956.
- 6. Comparative Remuneration Profile- lowest in the Industry keeping in view the responsibilities assigned to him.
- 7. Pecuniary Relationship- Shri Boney Surinder Kapoor does not have any pecuniary relationship directly with company or with any managerial persons.

# (III) OTHER INFORMATION:

- 1. Reason of Loss or Inadequate Profit- As per Item No.7 above.
- 2. Steps taken for Improvement- As per Item No.7 above.
- 3. Expected Increase in Productivity and Profits- As per Item No.7 above.

# (IV) DISCLOSURES:

1. The shareholders of the Company are informed that remuneration/benefits as stated in the proposed resolution will be paid to Shri Boney Surinder Kapoor in his capacity as the Whole Time Director of the Company.

None of the Directors accept Shri Boney Surinder Kapoor 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		andandand
the holder	rs of S vish to	chares bearing numbers(s)of <b>M/s. Sahara One Media And Entertainment</b> or make a nomination and do hereby nominate the following person in whom all rights of amount payable in respect of Shares shall vest in the event of my or our death.
Name Address Date of Bi	rth*	Name and Address of Nominee : : :
		(*to be furnished in case the nominee is a minor)
** The No	minee	is a minor whose guardian is
		ress:
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		(** To be deleted if not applicable)
		[To be filled in by the Shareholder(s)]
1. Signa	ture	
Name		
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		Name, Address and Signature of two Witness
Name	and A	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

ARA ONE MEDIA AND ENTERTAINMEN in the into attend and vote for me/us on my/out on Wednesday the 28th Day of September Point, CTS 40-44, S. V. Road, Goregao  Affix Revenue Stamp  and must be deposited at this Registered the meeting.
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REGAON (WEST), MUMBAI 400 - 104.
& Client ID No.*
ARA ONE MEDIA AND ENTERTAINMEN
at the Registered Office of the Compan
ARA ONE MEDIA AND ENTERTAINMEN

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

Signature of Shareholder/Proxy

Name of Shareholder





**FIRANGI** 

