

SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

NOTICE
2012-2013



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NOTICE

Sahara One Media And Entertainment Limited

Notice is hereby given that the 32nd Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Friday, the 27th day of September 2013 at 12.30 P.M. at Registered Office of the Company at Idea Square, Plot No - B-42, CTS No – 660, Veera Industrial Estate, Off New Link Road, Andheri (West), Mumbai – 400 053 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 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 Boney Surinder Kapoor, who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint a Director in place of Shri Brijendra Sahay, who retires by rotation and being eligible, offer himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

To consider to appoint M/s. D. S. Shukla & Co., Chartered Accountants, as Statutory Auditors of the Company in place of retiring auditors M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, who have shown their unwillingness for their re-appointment to the office at this Annual General Meeting and to authorise the Board of Directors to fix remuneration of statutory auditors:

“RESOLVED THAT M/s. D. S. Shukla & Co., Chartered Accountants, Mumbai, from whom a certificate u/s 224 1(B) of the Companies Act, 1956 has been received, be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. S. R. Batliboi & Associates LLP, Chartered Accountants who have shown their unwillingness for their re-appointment, to hold office from the conclusion of this meeting till conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors.”

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

Place: Mumbai
Date: 13th August, 2013

Registered Office:

Idea Square,
Plot No - B-42, CTS No – 660,
Veera Industrial Estate,
Off New Link Road, Andheri (West),
Mumbai – 400053.

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 change 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 20th September 2013 to 27th September 2013 (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 Boney Surinder Kapoor 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 33 years in 2013. 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 was appointed as an Additional Director of Company w.e.f. 2nd August, 2011 and the shareholders of company at their Annual General Meeting held on 28th September, 2011 appointed him as Ordinary Director liable to retire by rotation and also Whole Time Director of the Company.

Since he is retiring by rotation pursuant to section 256 of the Companies Act, 1956 and being eligible to continue as Director of the 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.

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

Other Companies Directorship Details	Other Companies Committee Details
BSK Network and Entertainment Private Limited	-
Bengal Tigers Sporting Private Limited	-
Golden Mountain Entertainment Private Limited	

Shri Brijendra Sahay is Director of Company since July 2006. He is I.A.S. of 1962 batch of U.P. He has experience of about 36 years in Administration, Finance, Industrial Development and Urban Development. He has obtained Master's Degree in Economics from the Delhi School of Economics, University of Delhi and Bachelor's Degree of Law. Shri Sahay worked as Chief Secretary to the Government of U.P. from August 9, 1994 to June 27, 1995 and again from October 23, 1996 till his retirement on 31st July, 1997. Earlier, he has worked as Chairman, U.P. State Textile Corporation, which manages 24 spinning Mills. He was Chairman of the New Okhla Industrial Development Authority (NOIDA) from 1987 to 1990. He is recipient of several prestigious awards including the National Citizens' Award, 1988, Lok Shree Award, 1988 & National Amity Award 1989. He also received prestigious CLEO Award while working in the USA earlier.

Shri Brijendra Sahay was appointed as an Additional Director of Company w.e.f. 29th July, 2006 and the shareholders of company at their Annual General Meeting held on 27th September, 2006 appointed him as Ordinary Director liable to retire by rotation.

Since he is retiring by rotation pursuant to section 256 of the Companies Act, 1956 and being eligible to continue as Director of the 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.

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

Other Companies Directorship Details	Other Companies Committee Details
Ginni International Limited	Ginni International Limited (Member – Shareholder/Investor Grievance Committee)
Sahara Housingfina Corporation Limited	Sahara Housingfina Corporation Limited (Member – Audit Committee)
Sahara India Life Insurance Company Limited (appointed as additional director w.e.f. 28.04.2013)	Sahara India Life Insurance Company Limited (Member – Audit Committee)

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

Item No.4:

TO CONSIDER TO APPOINT M/S. D. S. SHUKLA & CO., CHARTERED ACCOUNTANTS, AS STATUTORY AUDITORS OF THE COMPANY IN PLACE OF RETIRING AUDITORS M/S. S. R. BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, WHO HAS SHOWN THEIR UNWILLINGNESS FOR THEIR RE-APPOINTMENT TO THE OFFICE AT THIS ANNUAL GENERAL MEETING AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX REMUNERATION OF STATUTORY AUDITORS:

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, were appointed as the Statutory Auditors of the company by Shareholders of company at their Annual General Meeting held on 25th September, 2012 to hold office till conclusion of the next Annual General Meeting and hence shall vacate their office in the ensuing Annual general Meeting.

Further as M/s. S. R. Batliboi & Associates LLP, Chartered Accountants have shown their unwillingness for their re-appointment as Statutory Auditors of Company in this Annual General Meeting. Therefore the Board has recommended the name of M/s. D. S. Shukla & Co., Chartered Accountants, for appointment as Statutory Auditors of Company, who have also given a certificate to the effect that their appointment if made would be within the limit of section 224(1B) of the Companies Act, 1956 .

Hence in view of above, the shareholders are requested to consider for appointment of M/s. D. S. Shukla & Co. Chartered Accountants, as Statutory Auditors of Company for the Financial Year 2013-2014 in place of M/s. S. R. Batliboi & Associates LLP who have shown their unwillingness to be re-appointed.

None of the directors of the Company are concerned or interested in the said resolution.

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

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

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 Witnesses

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 than one 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: IDEA SQUARE, PLOT NO - B-42, CTS NO – 660,
VEERA INDUSTRIAL ESTATE, OFF NEW LINK ROAD,
ANDHERI (WEST), MUMBAI – 400 053

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 Second Annual General Meeting of the Company to be held on Friday the 27th day of September,
2013 at 12:30 P.M. at the Registered Office of the Company at Idea Square, Plot no - B-42, CTS No – 660, Veera
Industrial Estate, Off New Link Road, Andheri (West), Mumbai – 400 053 and at any adjournment thereof.

Signed this _____ day of _____ 2013 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.

SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

REGISTERED OFFICE: IDEA SQUARE, PLOT NO - B-42, CTS NO – 660,
VEERA INDUSTRIAL ESTATE, OFF NEW LINK ROAD,
ANDHERI (WEST), MUMBAI – 400 053

ATTENDANCE SLIP

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

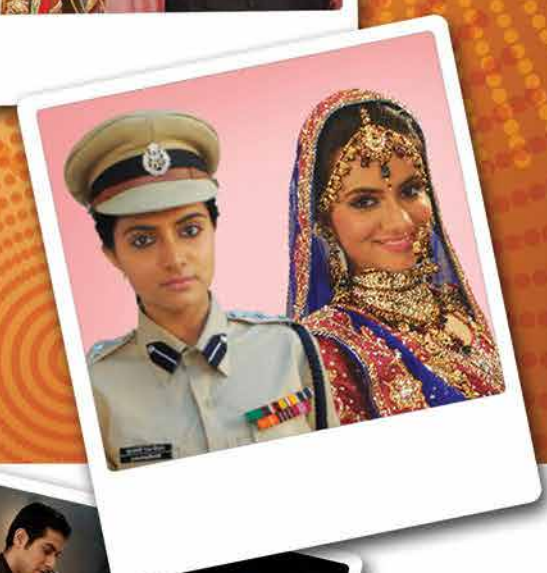
Name :
(IN BLOCK CAPITAL)

Address :
.....

I hereby record my presence at the Thirty Second Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Friday the 27th day of September 2013 at 12:30 P.M. at the Registered Office of the Company at Idea Square, Plot no - B-42, CTS No – 660, Veera Industrial Estate, Off New Link Road, Andheri (West), Mumbai – 400 053.

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

Idea Square, Plot No. B-42,
CTS No - 660, Veera Industrial Estate,
Off New Link Road, Andheri (West),
Mumbai - 400 053