

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



Sahara One Media And Entertainment Limited



NOTICE

27th Annual General Meeting 2007-2008

NOTICE

Sahara One Media And Entertainment Limited

Notice is hereby given that the 27th Annual General Meeting of the members of Sahara One Media And Entertainment Limited will be held on Friday the 26th day of September 2008 at 11.00 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 2008 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 Brijendra Sahay, 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 Annual General 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 take note of special resolution u/s 372 A of the Companies Act, 1956 passed by the members of the company through Postal Ballot Process and result declared on 20 Aug, 2008.

"RESOLVED THAT pursuant to the provisions of Section 372A of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 and subject to consents, approvals and permissions required, if any, consent of the Company be and is hereby given to the Board of Directors of the Company to give corporate guarantee for Rs. 6.67 Crore in favour of UCO Bank, Mumbai in connection with the funding facility sanctioned by UCO Bank, Mumbai to M/s Sahara Hospitality Limited, having its Registered Office at Sahara India Point, CTS 40-44, S. V. Road, Goregaon (West), Mumbai 400 104 and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in the interest of the company.

FURTHER RESOLVED THAT the said guarantee shall be a continuing one and shall remain in full force and affect until entire loan alongwith other charges are repaid by M/s Sahara Hospitality Limited or it replaces the corporate guarantee with other corporate guarantee upon approval of UCO Bank, whichever is earlier.

FURTHER RESOLVED THAT Board of Directors of the Company be and are hereby authorised to negotiate cost / charges for issuing aforesaid corporate guarantee and such other terms and conditions related to issue of corporate guarantee as they may deem fit in the interest of company."

By order of the Board

Sd/-

D. N. Mishra

Company Secretary

Place: Mumbai

Date: 31st July 2008

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 commencement of 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.
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).

Sahara One Media And Entertainment Limited

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 20th September 2008 to 26th September 2008 (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 information ready.

Shri R. S. Rathore, is the Director of Company Since 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, Tax and Finance and 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 Programme. Currently he does consultancy work with Multi level International Financial agencies.

Other Companies Directorship Details	Other Companies Committee Details
-	-

Shri Brijendra Sahay, is the 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. Shri Sahay 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.

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Financial Corporation Limited	Sahara India Financial Corporation Limited - Audit Committee (Member) - Asset and Liability Management Committee (Member) - Business Reviewal Committee (Member)
Ginni International Limited, Delhi	Ginni International Limited, Delhi - Shareholder / Investor Grievances Committee (Member) - Remuneration Committee (Member)
Sahara Housingfina Corporation Limited	Sahara Housingfina Corporation Limited - Audit Committee (Member)

Perforated Mark

Sahara One Media And Entertainment Limited

**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)

Perforated Mark

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 Twenty-Seventh Annual General Meeting of the Company to be held on Friday the 26th Day of September 2008 at 11:00 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 _____ 2008 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-Seventh Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Friday the 26th Day of September 2008 at 11:00 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.