



SAHARA INDIA

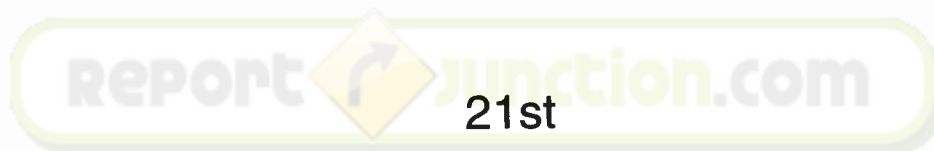
MEDIA COMMUNICATION LIMITED

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21st
Annual
Report
2001-2002

NOTICE

SAHARA INDIA **MEDIA COMMUNICATION LIMITED**



Annual General Meeting

2001 - 2002



NOTICE

SAHARA INDIA MEDIA COMMUNICATION LIMITED.

Notice is hereby given that the 21st Annual General Meeting of the Company will be held on Friday the 27th day of September 2002 at 11.30 A.M. at the Registered Office of the Company at 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 2002, and the Profit & Loss Account for the year ended on that date along with the Auditors' report and Directors' Report thereon.
2. To consider appointment of a Director in place of Smt. Swapna Roy who is retiring by rotation and is eligible for re-appointment.
3. To consider appointment of Director in place of Smt. Jaya Bachchan who is retiring by rotation and is eligible for re-appointment.
4. To appoint M/s D. S. Shukla & Company, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

Special Business:

5. To consider and if thought fit to pass with or without modification(s), the following resolution, as an ordinary resolution

“RESOLVED that pursuant to provisions of Section 94 of the Companies Act, 1956 and other applicable provisions, if any, of the said Act, Clause V of the Memorandum of Association of the Company be and is hereby altered to be read as under:-

- (V) The Authorised Share Capital of the company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified and other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions, or restrictions in such a manner as may for the time being be permitted by the Articles of Association of the company or the legislative provisions for the time being in force in that behalf.

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6. To consider and if thought fit to pass with or without modification(s), the following resolution, as a special resolution-

“RESOLVED that in accordance with the provisions of section 81, 81(1A) and all other applicable provisions of the Companies Act, 1956, and enabling provisions in the Memorandum and Articles of Association of the company and the Listing Agreements entered into by the company with the Stock Exchanges where the shares of the company are listed and subject to approval of the Securities and Exchange Board of India (SEBI) and all other concerned authorities, to the extent necessary and subject to such conditions and modifications as may be prescribed and imposed by the authorities in granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the company (hereinafter referred to as Board) and /or duly authorised committee thereof as may be constituted by the Board from time to time, for the time being exercising the powers conferred by the Board, consent of the company be and is hereby accorded to the Board to offer/ issue Equity Shares at par or at such premium as the Board at its sole discretion may at any time hereinafter decide, which Equity Shares when issued or allotted ultimately result in an increase in the paid up capital of the company by an amount not exceeding Rs. 5,00,00,000/- (Rupees Five Crores Only) and not exceeding 50,00,000 (Fifty lacs only) Equity Shares to the Members, Employees, Non-Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investor, Financial Institutions, Companies, and to such other persons through public issue, right issue, private placement at such time or times and in one or more tranches as the Board or committee thereof may in its absolute discretion think fit in consultation with the lead managers, underwriters or otherwise, and on such terms and conditions including the number of equity shares, amount of premium, the ratio, fixing of record date or book closure.”

“FURTHER RESOLVED that such of these Equity Shares to be issued as are not subscribed may be disposed off by the Board / committee thereof in its absolute discretion, in such manner and / or on such terms as it may deem fit and proper.”

“FURTHER RESOLVED that for the purpose of giving effect to this resolution the Board / committee be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary proper and desirable, and to settle any question, difficulty or doubt that may arise in this regard in the offer/ issue, allotment and utilisation of the proceeds of the issue of the Equity Shares towards the Company’s projects/other business needs and finalise such documents as it may deem fit in such a manner as may appear to the Board of Directors to be most beneficial to the company.”

7. To consider and if thought fit to pass with or without modification(s), the following resolution, as an ordinary resolution

“RESOLVED that pursuant to provisions of section 293(1)(d) of the Companies Act, 1956 and other applicable provisions of the said Act, consent of the company 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

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that the monies already borrowed by the company (apart from the temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves 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. 130 Crores (Rupees One Hundred Thirty Crores Only)."

By order of the Board

Place: Mumbai

Date: 31st July 2002

(Bimal Kishore Nanda)
Company Secretary

Registered Office:

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



Sahara India Media Communication Limited

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. Members are requested to bring the admission slip along-with their copies of Annual Report.
3. Members who hold shares in Dematerialised form are requested to bring their client ID and DP ID no.'s for easy identification of attendance at the meeting.
4. Member companies / institutions are requested to send a copy of the resolution of their Board / governing body authorising their representative to attend and vote at the meeting.
5. An explanatory statement pursuant to Section 173 of the Companies Act, 1956 relating to Special business under item no. 5 to 7 to be transacted at the meeting is attached.
6. 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.
7. 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).
8. Shareholders are requested to notify multiple folios standing in their names for consolidation.
9. Members are requested to avoid being accompanied by non-members and/or children.
10. The company has already notified closure of Register of Members and the Transfer Books from 20th September 2002, Friday to 27th September 2002, Friday (Both days inclusive).

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11. 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.
12. Smt. Swapna Roy is a Director of the Company since 10th March 2000. She is associated with the Sahara group of Companies. With her sheer hard work and determination, she attained a respectable position in the organisation. Details of her Directorship and Chairmanship/ Membership of the Committees in other Companies are as under:

Directorship details	Committee details
Sahara India Financial Corporation Limited	
Gora Projects Limited	Audit Committee and Shareholders / Investors Grievance Committee
Master Chemicals Limited	
Sahara India Life Insurance Company Limited	
Sahara Net Corp Limited	
Sahara India Power Corporation Limited	

13. Smt. Jaya Bachchan is a Director of the company since 10th March 2000. She is a Gold Medallist in Acting from FTII, Pune, Chairperson, Children Film Society, Eminent Hindi & Bengali Film Actress. She won the National Film Award for films : Kora Kagaz, Abhiman and Naukar. Other major films acted in : Guddi, Milli, Zanjeer, Chupke Chupke, Silsila, Sholey, Hazaar Chaurasia Ki Maa, etc. Won the 'Filmfare Award' for Best Supporting Actress for her role in 'Kabhi Kushi Kabhie Gham' in Feb. 02. Won the 'Sansui Viewer's Choice Movie Award' and IIFA Award for Best Supporting Actress for her role in 'Kabhi Kushi Kabhie Gham' in Feb. 02 and April 02 respectively. Details of her Directorship and Chairmanship/Membership of the Committees in other Companies are as under:

Directorship details	Committee details
A. B. Corp Limited	Audit Committee
Lotus Investment Limited	

EXPLANATORY STATEMENT (PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956)**Item.No. 5**

In order to meet out the future expansion plans of the company it is proposed to increase the authorised share capital of the company from the existing authorised share capital of Rs. 25 crore to Rs. 35 crore. The proposal to amend the clause V of the Memorandum of Association requires approval of Shareholders by way of ordinary resolution. The Directors recommend the resolutions for shareholder's approval.

None of the Directors of the company is interested in the said resolution.

Item No. 6

To carry out the expansion plan and to match the need of funds it is proposed to increase the issued capital of the company by way of issue of Equity Shares on such terms and conditions as are most beneficial to the company and authorise the Board of Directors of the Company in this Regard. The Proposal requires the approval of the shareholder's by way of Special Resolution. The Directors recommend the resolution for shareholder's approval.

None of the Directors of the company is interested in the said resolution.

Item No. 7

It is proposed to increase the limits of borrowing powers of the Board of Directors to the extent of Rs. 130 Crores. This requires the approval of the shareholders by way of an ordinary resolution as per the provisions of Section 293(1)(d) of the Companies Act, 1956. The Directors recommend the resolutions for shareholder's approval.

None of the Directors of the company is interested in the said resolution.

By order of the Board

Place: Mumbai
Date: 31st July 2002

(Bimal Kishore Nanda)
Company Secretary

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

FORM OF PROXY

SAHARA INDIA MEDIA COMMUNICATION LIMITED

REGISTERED OFFICE : CTS 40-44, S.V. Road, Goregaon(West), Mumbai 400 104

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 INDIA MEDIA COMMUNICATION

LIMITED hereby appoint _____ 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-First Annual General Meeting of the Company to be held on Friday the 27th September 2002 at 11.30 A.M. at the Registered Office of the Company at CTS 40-44, S.V. Road, Goregaon(West), Mumbai 400 104 and at any adjournment thereof.

Signed this _____ day of _____ 2002

Signature _____

Affix
Revenue Stamp

ATTENDANCE SLIP

SAHARA INDIA MEDIA COMMUNICATION LIMITED

REGISTERED OFFICE : CTS 40-44, S.V. Road, Goregaon(West), Mumbai 400 104

SHAREHOLDERS ATTENDING MEETING IN PERSON OR BY PROXY ARE REQUESTED TO COMPLETE THIS ADMISSION SLIP AND HAND IT OVER AT ENTRANCE TO THE MEETING

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-First Annual General Meeting of SAHARA INDIA MEDIA COMMUNICATION LIMITED held on Friday the 27th September 2002 at 11.30 A.M. at the Registered Office of the company at CTS 40-44, S.V. Road, Goregaon (West), Mumbai 400 104

Signature of Shareholder/Proxy

Name of Shareholder

Sahara India Media Communication Limited

Folio No. :

No. of Shares :

FORM 2B**NOMINATION FORM***(To be filled in by individual(s) applying singly or jointly)*

I/ Weandand.....the holders of Shares bearing number(s)of M/s. Sahara India Media Communication 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 :