



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

CIN: L67120MH1981PLC024947

REGISTERED OFFICE : Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400104. **Tel:** 022 4287 1111. **Fax:** 022 4287 2075

E-mail : investors@sahara-one.com **Web site:** www.sahara-one.com

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Saturday, the 29th day of September 2018 at 1:30 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended 31st March, 2018, Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri R.S. Rathore, who retires by rotation and being eligible, offer himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Shri R.S.Rathore (DIN: 00265568) as Independent Director of the Company who shall be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s D.S Shukla & Co, Chartered Accountants, Mumbai having ICAI Firm Registration No.000773C, have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for a term of five years commencing from the Company's Financial Year 2018-19, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company i.e. Financial Year 2022-23 on such remuneration as may be agreed upon by the Board of Directors and the Auditors, plus Good and Service tax and re-imbusement of out of pocket expenses incurred by them in connection with the Audit of Accounts of the Company."

Special Business:

4. Continuation of Directorship of Shri R.S. Rathore (DIN: 00265568) as, Non-Executive-Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modifications the following Resolutions as Special Resolutions:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to his re-appointment in ensuing Annual General Meeting, Shri R.S. Rathore (DIN-00265568), who was appointed as an Independent Director of the Company to hold office for a term up to 5 consecutive years commencing from 26th September, 2014, and has attained age of 75 Years and who is eligible to continue as Non-Executive-Independent Director, be and is hereby continued as an Non-Executive-Independent Director to hold office for a term up to 5 consecutive years commencing from 26th September, 2014 liable to retire by rotation."

5. Continuation of Directorship of Shri Brijendra Sahay (DIN: 00017600) as, Non-Executive Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modifications the following Resolutions as Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Brijendra Sahay (DIN-00017600), who was appointed as an Independent Director of the Company to hold office for a term up to 5 consecutive years commencing from 26th September, 2014, and has attained age of 75 Years and who is eligible to continue as Non-Executive-Independent Director, be and is hereby continued as an Non-Executive-Independent Director to hold office for a term up to 5 consecutive years commencing from 26th September, 2014 liable to retire by rotation."

6. Continuation of Directorship of Shri J.N. Roy (DIN 02132227) as, Non-Executive-Independent Director of the Company.

To consider and, if thought fit, to pass, with or without modifications the following Resolutions as Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri J.N. Roy (DIN-02132227), who was appointed as an Independent Director of the Company to hold office for a term up to 5 consecutive years commencing from 26th September, 2014, and has attained age of 75 Years and who is eligible to continue as Non-Executive-Independent Director, be and is hereby continued as an Non-Executive-Independent Director to hold office for a term up to 5 consecutive years commencing from 26th September, 2014 liable to retire by rotation."

Place : Delhi
Date : 14th August 2018

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

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

Sukhmendra Kumar
(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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
4. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company (i.e. Link Intime India Pvt. Ltd). Members are requested to keep the same updated.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly Certified Copy of the Board resolution under Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
6. Members are requested to bring the admission slip along with their copies of Annual Report.
7. 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.
8. The introduction of Section 72 of the Companies Act, 2013 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. SH-13 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-101, 247Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083
9. 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).
10. Shareholders are requested to notify multiple folios standing in their names for consolidation.
11. Members are requested to avoid being accompanied by non-members and/or children.
12. The Register of Members and the Share Transfer Book will remain closed from 14th September 2018 to 29th September 2018 (both days inclusive).
13. 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.
14. Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide e-voting facilities.
 - iii) The Board of Directors has appointed M/s Amarendra Rai & Associates Practicing Company Secretaries, B-200, Sector-50, Basement NOIDA-201301, UP as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	From 09:00 A.M. (IST) on September 25, 2018
End of e-voting	Upto 06:00 P.M. (IST) on September 28, 2018

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is September 22, 2018.

The procedure and instructions for e-voting are as under:

- a) During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN / Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatory change their password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the www.evotingindia.com.
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800 200-5533 or can email on helpdesk.evoting@cdslindia.com.
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Thursday, September 22, 2018.
- l) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- n) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- o) The result declared along with the Scrutinizer's report shall be placed on the website of the Company <http://www.saharaone.in/> and on CDSL website <https://www.evotingindia.com> within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.
- p) SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

r) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Linkintime India Private Limited / Investor Services Department of the Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AND RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND AS PER SECTION 118(10) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARDS FOR GENERAL MEETING (SS-2).

Shri R.S. Rathore

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.

Name of the Director	Shri R.S. Rathore
DIN	00265568
Age(in Years)	82
Remuneration Sought to be Paid	Shri R.S. Rathore will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013.
Terms and Condition for Appointment(s)	Shri R.S. Rathore is eligible to be re-appointed as Director liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	29.07.2006
Shareholding in the Company (as on the date of AGM Notice)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil
Number of Board meetings attended during the financial year 2017-18	5
List of Directorships held in other Companies, as on March 31, 2018	<ul style="list-style-type: none"> • Sahara India Life Insurance Company Limited • Sahara Sanchaar Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2018****	<ul style="list-style-type: none"> • Sahara India Life Insurance Company Limited-Chairman Audit Committee • Sahara Sanchaar Limited- Chairman Audit Committee

Shri Brijendra Sahay

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.

Name of the Director	Shri Brijendra Sahay
DIN	00017600
Age(in Years)	79
Remuneration Sought to be Paid	Shri Brijendra Sahay will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013.
Terms and Condition for Appointment(s)	As per the resolution at Item No. 5 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	29.07.2006
Shareholding in the Company (as on the date of AGM Notice)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil
Number of Board meetings attended during the financial year 2017-18	2
List of Directorships held in other Companies, as on March 31, 2018	<ul style="list-style-type: none"> • Sahara India Life Insurance Company Limited • Sahara Housingfina Corporation Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2018****	<ul style="list-style-type: none"> • Sahara India Life Insurance Company Limited • Sahara Housingfina Corporation- Chairman Audit Committee and Stakeholder Relationship Committee

Shri J.N. Roy

Shri J.N. Roy Former Commissioner of Security Ministry of Civil Aviation, Govt. of India. He has garnered enriched experience of business, administration and security etc. and is capable of contributing significantly in the affairs of Company.

Name of the Director	Shri J.N. Roy
DIN	02132227
Age(in Years)	82
Remuneration Sought to be Paid	Shri J.N. Roy will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013.
Terms and Condition for Appointment(s)	As per the resolution at Item No. 6 of the Notice convening this meeting read with explanatory statement thereto.
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	01.07.2009
Shareholding in the Company (as on the date of AGM Notice)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil
Number of Board meetings attended during the financial year 2017-18	5
List of Directorships held in other Companies, as on March 31, 2018	<ul style="list-style-type: none"> Sahara India Medical Institute Limited
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2018****	<ul style="list-style-type: none"> Sahara India Medical Institute Limited- Chairman Audit Committee

***Only includes membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of other Public Limited Companies.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No 4 to 6

The Company, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchange and Section 149 read with Schedule IV of the Companies Act, 2013 had appointed Shri R.S. Rathore (DIN-00265568), Shri Brijendra Sahay (DIN-000176000) and Shri J.N. Roy (02132227) as Independent Directors of the Company to hold office for a term upto 5 (Five) Consecutive Years commencing from 26th September, 2014.a

Pursuant to the provisions of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 as amended by SEBI (Listing Obligation and Disclosure Requirement),(Amendment) Regulations, 2018 which shall be effective from 01st April, 2019 a listed entity shall appoint a person or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 Years by passing a Special Resolution to that effect. The above named Non-Executive Independent Directors of the Company, i.e Shri R.S. Rathore (DIN-00265568), Shri Brijendra Sahay (DIN-000176000) and Shri J.N. Roy (02132227) have attained the age of more than 75 years therefore a special Resolution is required to be passed by the Company to continue their directorship for remaining term.

The Board of Directors considered the matter focusing on the distinctive set of competencies that above named Directors bring to the Board Room which included Knowledge of Business and experience, judgment and candoured, culture of participation and contribution, forward looking initiatives on matter pertaining to the Company it is felt that their continued association would be of immense benefit to the Company and it is therefore , desirable to continue to avail their services as Independent Directors.

Accordingly, the Board recommends the resolutions as set out in item no 4 to 6 of the notice, for the approval by the members of the Company as Special Resolution.

The above named Independent Directors are concerned or interested in the resolution. The relative of the above named Independent Directors may be deemed to be concerned or interested in the Resolutions to the extent of their Shareholding, if any, in the Company. Save and except the above, no other Directors or Key Managerial Personnel including their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolutions.

By order of the Board of Directors

For Sahara One Media and Entertainment Limited

Sukhmendra Kumar
(Company Secretary)