

ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS

Shri Subrata Roy Sahara – CHAIRMAN*
 Shri Om Prakash Srivastava
 Shri Boney Surinder Kapoor
 Shri Ranvir Singh Rathore
 Shri Brijendra Sahay
 Shri Jagdish Narain Roy
 Smt Rana Zia

MANAGER AND PRINCIPAL OFFICER

Shri Suresh Mishra *
 Shri Nitin Raghuvanshi*

COMPANY SECRETARY

Shri S. C. Tiwari*

CHIEF FINANCIAL OFFICER

Shri Sanjay Garg

STATUTORY AUDITORS

M/s D.S. Shukla & Company
 Chartered Accountants

INTERNAL AUDITORS

M/s Chaturvedi & Company
 Chartered Accountants

BANKERS

The ICICI Bank Limited
 IDBI Bank Limited
 Punjab National Bank
 ING Vysya Bank

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENT

M/s Link Intime India Private Limited
 C-13, Pannalal Silk Mills Compound,
 L.B.S. Marg, Bhandup(West)
 Mumbai-400078

BRANCH/DIVISION /UNITS

Sahara India Bhawan
 1, Kapoorthala Complex,
 Lucknow-226024
 Sahara India Complex,
 C-2, C-3 & C-4, SectorXI
 Noida, U.P-201301

*SINCE RESIGNED

SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED
CIN-L67120MH1981PLC024947

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Monday, the 28th day of September 2015 at 3:00 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 Financial Statement of the Company for the financial year ended 31st March, 2015, 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 consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

To ratify appointment of Statutory Auditor's M/s D.S Shukla & Co., Chartered Accountants, Mumbai of the Company to hold office from the conclusion of this meeting until the conclusion of the 37th Annual General Meeting of the Company subject to ratification by shareholder at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.

Special Business:

4. Appointment of Smt. Rana Zia as Women director

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

"RESOLVED THAT Smt. Rana Zia (DIN 07083262), who was appointed as an Additional Director of the Company by the Board of Directors and whose term of office expires at this Annual General Meeting ('AGM') under Section 161(1) of the Companies Act 2013 and in respect of whom the Company has received a Notice in writing from a member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Women Director of the Company liable to retire by rotation."

Place: Mumbai

Date: 12th August, 2015

By order of the Board of Directors

For Sahara One Media and Entertainment Limited

Sd/-
(O.P Srivastava)

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 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 alongwith 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
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 22nd September 2015 to 28th September 2015 (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 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 20, 2015
End of e-voting	Upto 06:00 P.M. (IST) on September 22, 2015

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is August 28, 2015.

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 your 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 Friday, August 28, 2015.
- l) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on September 25, 2015 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 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.sahara-one.com> 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.

DIRECTORS DETAILS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:

Item no. 2:

Shri Boney Surinder Kapoor is a Director of the Company since 2nd August, 2011. Shri Boney Surinder Kapoor, 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.

Hence to avail of his rich experience & expertise, the management is keen to continue 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.

The Board proposes him as candidate for appointment as Director of the Company in accordance with the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013.

In view of above, the said resolution is being 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.

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

Other Companies Directorship Details	Other Companies Committee Details
B S K Network and Entertainment Private Limited	
Golden Mountain Entertainment Private Limited	
Bengal Tiger Sporting Private Limited	

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Section 149 of the Companies Act, 2013 which came into effect from 1st April 2014, requires every Listed Company to have one of Directors as Women Director on the Board. Accordingly, the Board of Directors appointed Smt. Rana Zia as Women Director of the Company pursuant to Section 149, 161 and other applicable provisions, of the Companies Act, 2013 and Listing Agreement.

Smt Rana Zia has experience of more than 30 years in area of marketing and administration. She has obtained Graduation Degree from St. Andrews College Gorakhpur. Smt. Rana Zia was appointed as Additional director of the Company w.e.f. 20th March 2015 holds office as Additional Director only upto the date of the ensuing Annual General Meeting. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Smt Rana Zia as a Director, liable to retire by rotation.

None of the Directors and Key Managerial Personnel or their relative is/are in any way concerned or interested, in passing of the above mentioned resolution.

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

Sd/-
(O.P. Srivastava)

DIRECTORS' REPORT

To the Members,

Your Directors are submitting the Thirty Fourth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2015.

FINANCIAL / OPERATIONAL RESULTS

FOR THE YEAR ENDED	Year ended 31.03.2015 (Rs.in million)	Year ended 31.03.2015 (Rs.in million)	Year ended 31.03.2014 (Rs.in million)	Year ended 31.03.2014 (Rs.in million)
	Standalone	Consolidated	Standalone	Consolidated
Total income	290.517	N.A.	1014.259	N.A.
Total expenses	583.145	N.A.	986.208	N.A.
Profit Before tax	-292.628	N.A.	28.051	N.A.
Provision for taxation (Current, Deferred, earlier year tax and others)	36.303	N.A.	9.223	N.A.
Prior Period income/ (expenses)	0.282	N.A.	0.983	N.A.
Surplus after tax and extraordinary items for the Year	-329.213	N.A.	17.845	N.A.
Surplus carried to the Balance Sheet	315.234	N.A.	644.447	N.A.

THE YEAR UNDER REVIEW

During the year under review, the company has incurred Net Loss of Rs. 329.21 million as against profit of Rs. 17.84 million during last fiscal 2013-2014. The aforesaid loss occurred mainly due to substantial fall of about 71.39% in Income from Operations particularly Revenue from Television to Rs. 261.40 million as compared to Rs. 913.74 million during the previous financial year 2013-2014.

DIVIDEND

With a view to conserve resources with the company, the Board of Directors has decided not to recommend any dividend for the financial year 2014- 2015.

CAPITAL ISSUE

Company has not made any issue of shares during the reporting period; hence the equity capital of the Company stands the same at Rs. 21,52,50,000/-.

SAHARA ONE

Sahara One is Sahara One Media and Entertainment Limited's flagship brand in the GEC space in India and is a 24-hour Hindi entertainment channel. It offers its viewers a colorful and vast spectrum of emotions through its wide range of programming. We believe, Sahara TV is dedicated to promoting 'Cohesive viewing', through programmes like 'Jai Jai Jai Bajrangbali', 'Jhilmil Sitaron Ka Aangan Hoga', 'Rishton Ke Bhanwar Mein Uljhi... Niyati- season 2', 'Ghar Aaja Pardesi', 'Haunted Nights', 'Piya Ka Ghar' & 'Tujh Sang Preet Lagayi Sajna', we launched 2 new shows 'Akhir Bahu Bhu Toh Beti Hi Hai' & 'Firangi Bahu'.

With a strong focus on quality content and innovative programming and promotions, Sahara One Television is poised for a position of strength amongst the mainstream Hindi General Entertainment Channels in India.

'Jai Jai Jai Bajrangbali' from the house of Sagars is one of the most popular shows of our channel. The growing popularity of this mythological show has shown an increasing trend with the show delivering good ratings. Revamped 'Rishton Ke Bhanwar Mein Uljhi... Niyati', 'Jhilmil Sitaron Ka Aangan Hoga' & 'Ghar Aaja

Pardesi' continues to entice viewers with focus on family drama.

Kismet Connection - Sundeep Koachar Ke Saath

'Kismet Connection' is the first Indian astrological fiction show based on real life stories. This show will not only educate people about astrology but also erase the superstitions related to Astrological norms that currently exist. Astrology in India has many versions varying according to different regions, being a diversified country. Hence, we bring you the very well known Astrologer 'Sundeep Koachar' who will host this show as well as change the definition of Astrology which is more like a science than a superstition. He will orate the meaning of Astrology as a science which if read in the right way can depict the reasons for happenings in an individual's life and how it can be a way of life if accepted the way it actually is. The format of the show would be five episodes that would denote one story. And every week there would be new incidents and new dimensions of astrology that will be explored in the show.

New Packaging And Content Revised:

Sahara One will be seeing a total revamp as far as the look is concerned from the 7th of July. The entire packaging and color combination has been revised except for the significant logo. Shows are going through a dramatic content change to keep the viewers hooked and in future new improved good quality shows are planned.

FILMY

The group is committed towards family entertainment in Bollywood cinema space. Filmy continues to fascinate the film buffs of India with variety of films library ranging from comedy, romance, action, and thrillers, romantic and patriotic films.

The coming year will see some changes in the packaging of the channel. Besides this we also plan to launch new interstitials to help our viewers relish the taste of world class entertainment content in films genre. Our library includes famous films like Ragini MMS, Gair, Devdas, Indra-The Tiger, Darna Jaruri Hai, Mangal Pandey, Kabhi Haan Kabhi Na, Dum Maro Dum, Shadi Number1, Tum Mile and many more ...way forward

Wake up Sid, Musafir, Ek Duje Ke Liye, Kaminey, Jodha Akbar, Delhi 6, Dil Chata Hai, and many more.

'Mere Bhains Ko Anda kyo Mara' is an iconic humorous show which makes the audiences laugh and brings them back to the channel again and again. Filmy, besides adding value to the entire bouquet of TV channels is also a force which backs up the sales team adding to the Gross revenue.

FIRANGI

The channel was launched on DD Direct (Doordarshan DTH Service) and select private DTH services, making it available to newer viewers on an all India basis. The channel offers dubbed international shows and dubbed world movies at present. The channel is in the process of transformation- it will be a free to air channel in the GEC genre available on analog cable.

Bollywood music content has formidable impact on its consumers. India has gathered recent success stories in the form of television and radio content around retro music this is going to be India's first scientifically designed retro music channel that is true to its format. The channel intends to cater to retro music lovers their favorite Bollywood music 24 x 7... With almost 46% of total population of India with age 25 and above, Retro market has strong available viewers and we are planning to get their attention by giving them properly designed Retro music channel.

SAHARA MOTION PICTURES

Sahara Motion Pictures (SMP) has been known for producing big budget movies from commercially acclaimed directors like Ram Gopal Verma, Anees Bazmee and Priyadarshan, and at the same time supporting the cause of good cinema with films directed by critically acclaimed directors like Shyam Benegal, Madhur Bhandarkar and Nagesh Kukunoor. While the first has lead to box office hits like 'No Entry', 'Wanted' and 'Malamaal Weekly', the second has lead to the movies receiving the highest recognition in Indian Cinema with 5 national Awards for Shyam Benegal's 'Bose - The Forgotten hero' and Madhur Bhandarkar's 'Page 3'.

The year was focused on sourcing and developing new scripts and building a better creative bank. Pre-

production work started on the sequel of "No Entry" as Salman Khan's has allotted dates from mid 2014.

As of July 2013 SMP has finished shoot of their first in-house production and currently the post production work is on and is tentatively titled 'The Loving Doll' -a horror film based on a strong relationship bond.

The way forward being stories with 'wholesome entertainment', SMP aims towards sustaining the title of a trustworthy and bankable banner in the field of movie entertainment.

The slate of films being worked upon in 2014- 2015 are:

Movie	Cast	Director	Production
No Entry 2	Anil Kapoor, Salman Khan, Fardeen Khan & 10 Actresses	Anees Bazmee	In association with BSK Entertainment

DIRECTORS

Shri Boney Kapoor, Director of the Company is retiring by rotation and is eligible for re-appointment in accordance with the provisions of Section 152 of the Companies Act, 2013 and Article 89 of Company's Articles of Association. Hence the Board recommends name of Shri Boney Kapoor for re-appointment as Director of the Company in the ensuing Annual General Meeting, who will be liable to retire by rotation.

Smt Rana Zia has been appointed as an Additional Director of the company under section 161 of the Companies Act, 2013 pursuant to section 149 of Companies Act, 2013 and also the amendment to the listing agreement entered into by the company with Bombay Stock Exchange Ltd. She is having more than 30 years of experience in area of marketing and administration and is proposed by the Board to shareholders for being appointed as a Director of the Company at ensuing Annual General Meeting of the Company.

The Board also recommends the name of Smt Rana Zia, in respect of whom a notice under section 160 has been received from member along with requisite fees of Rs 100000/- proposing her candidature as Director of the Company, whose period of office shall be liable to retire by rotation. Accordingly, resolution proposing appointment of the Director form part of the Notice of the Annual General Meeting.

Shri Subrata Roy Sahara had been appointed as Director of the Company in the Annual General Meeting held on 31st August, 2000. He had been appointed as Chairman of the Company w.e.f. 29th June, 2000. He has resigned as Director of the Company w.e.f. 20th March, 2015.

INDEPENDENT DIRECTORS

Mr. R.S Rathore, Mr. J.N Roy and Mr. Brijendra Sahay, the Independent Directors of the Company have declared that they all meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company arranged familiarisation programmes for the Independent Directors. Independent Directors have already been informed about their duties, rights, responsibilities and Code of Conduct including various recent changes of the Companies Act, 2013 in the Board Meeting of the Company.

AUDIT COMMITTEE

The Board of Directors of the Company constituted a committee of Directors (in compliance with clause 49 of the Listing Agreement) known as Audit Committee in its meeting held on 30th January 2001 and further re-constituted the same on 29th June 2002, 29th July 2006, 29th April 2008, 30th June 2009, 2nd August 2011 and 8th February 2012. Shri R. S. Rathore is continuing as Chairman of the Audit Committee since 10th March 2008. At present the Company has four Directors as members of Audit Committee viz. Shri R. S. Rathore, Shri O.P. Srivastava, Shri Brijendra Sahay and Shri J. N. Roy and Company Secretary acts as Secretary to the Committee. Out of four committee members, three are Independent Directors and one is Promoter Director. The Chairman of the Audit Committee is an independent Director which is in compliance with the Clause 49 of the Listing agreement as well as Section 177 of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company constituted a committee of Directors known as Remuneration

Committee in its meeting held on 26th August, 2009 (pursuant to the requirement of Schedule XIII of Companies Act, 1956) to deal with matters related to managerial remuneration of company as may be required from time to time. The Committee was re-named as "Nomination and Remuneration Committee" pursuant to Section 178 of the Companies Act, 2013 by the Board at its meeting held on 11th August, 2014. The Committee consists of following members at present:

Shri R. S. Rathore	Chairman
Shri O.P. Srivastava	Member
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

During the year under review, meetings of the Nomination and Remuneration Committee of the Company were held on 11th August, 2014, 11th November, 2014 and 13th February, 2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of Company had constituted Share Transfer Committee on 10th March, 2000 which was later renamed as Shareholders and Investors Grievances Committee which was further renamed as Stakeholders Relationship Committee as pursuant to Section 178 of the Companies Act, 2013 and was further re-constituted on 3rd April, 2001, 30th January, 2002, 29th July, 2006, 23rd October, 2008, 21st March 2009, 24th March 2010 and 8th November 2012.

Following are the members of the committee at present:

Shri O.P. Srivastava	Chairman
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

Shri S. C. Tiwari, Company Secretary acts as Secretary / Convener of the committee.

During the period under review, the Company has not received any complaint from the Shareholders/ Investors. No Meetings of Stakeholders Relationship Committee of the Company were held during the financial year 2014-2015.

The Stakeholders Relationship Committee Meetings are held whenever required in case the grievances of investors stand unresolved by the Registrar and Share Transfer Agent of company M/s Link Intime India Pvt. Ltd.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The details of the vigil mechanism are mentioned in the corporate governance report and also available at investors@saharaone.com

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility, are not applicable to the Company.

RISK MANAGEMENT POLICY

Pursuant to the provisions of Clause 49 of the Listing Agreement, the Company has adopted a Risk Management Policy and identified risks and is taking appropriate steps for their mitigation.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its committees. The performance of individual directors was evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, time devoted etc.

EXTRACT OF ANNUAL RETURN

The information required under Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of Annual Return of the Company in prescribed format is annexed herewith to this Report

STATUTORY AUDITORS

M/s D. S. Shukla & Co., Chartered Accountants, Mumbai, were appointed as the Statutory Auditors of the Company for a period of five years since end of the Annual General Meeting of the Company held on 26th September, 2014, subject to ratification by shareholders at each Annual General Meeting to be held hereafter.

In view of this, the matter is being placed before the members to consider the ratification of appointment of M/s D. S. Shukla & Co., as Statutory Auditors of the Company as per recommendation of the Board of Directors of the Company.

AUDITORS' REPORT

M/s D. S. Shukla & Co., Statutory Auditors, submitted their Audit Report for the Financial Year 2014-2015, the Auditors' Report together in the Notes on Accounts are self-explanatory.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board has appointed M/s C.P Shukla & Co., Company Secretaries Lucknow a firm of Company Secretaries in Practice, to conduct Secretarial Audit of the Company for the financial year 2014 - 15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith to this Report.

PUBLIC DEPOSITS

The Company has not accepted any public deposit during the year under review.

PARTICULARS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS), RULES, 1988

Information required to be provided under Section 134(3) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 in relation to Conservation of energy and technology absorption are currently not applicable to the Company. Particulars of foreign currency earnings and outgo during the year are given as hereunder:

Foreign Currency Earnings (Accrual Basis) - Rs. 7,996,965/-

Foreign Currency Expenditures (Accrual Basis) - Rs. 93,144,651/-

PERSONNEL

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith marked as Annexure 3 to this Report. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the Report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company.

CORPORATE GOVERNANCE

Corporate Governance Guidelines as specified in the Listing Agreement with Stock Exchanges is applicable to the Company from the Financial Year 2001-02. The Company has complied with the Guidelines of Corporate Governance and a separate report on the Corporate Governance is forming part of this Annual Report. A Certificate by Practicing Company Secretary on the compliance with the guidelines of the Listing Agreement on the Corporate Governance is forming part of this Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors, based on the representation received from the operating management, confirm that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any, and there is no material departure from following the accounting Standards.
- (b) they have, in selection of accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgment and estimates that are reasonable and prudent, so as to give true and fair view of the state of affairs of the Company as at the end of the Financial Year and of the Profit or Loss of the Company for that period.
- (c) they have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (d) they have prepared the annual accounts on a Going Concern basis, and
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors place on record their deep sense of appreciation of the co-operation received from the Central and State Government/regulatory authorities viz. the Ministry of Information & Broadcasting, the Department of Telecommunication, Ministry of Corporate Affairs, RBI, SEBI, Foreign Investment Promotion Board, the Stock Exchanges and Depositories and other stakeholders including viewers, producers and vendors and the entire workforce of the at all levels during the year under report.

For and on behalf of the Board of Directors of

Sahara One Media and Entertainment Limited

Sd/-	Sd/-
O. P. Srivastava	Rana Zia
(Director)	(Director)

Place: New Delhi
Date: 12th August, 2015

ANNEXURE RELATING TO INFORMATION OF EMPLOYEES PURSUANT TO PROVISIONS OF COMPANIES ACT, 2013

Name	Designation	Nature of Duties of Employees	Qualifications	Experience (years)	Date of Joining	Date of Resignation	Age	Last Company	Total Remuneration(P/M)	Total Remuneration(P/A)
Shri Suresh Mishra	Asst. Director Worker	Dealing with business	M.Com, MPA	23	1-Jul-91	01-Nov-14	44		545628	6518613

ANNEXURE TO DIRECTOR'S REPORT

FORM NO. MR.3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sahara One Media And Entertainment Ltd.
Sahara India Point, CTS 40-44, S.V. Road,
Goregaon (West),
Mumbai- 400104

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by M/S Sahara One Media And Entertainment Limited (hereinafter called "the Company") Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit,

We hereby report that in Our opinion the Company has, during the audit period ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of :

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period);
 - d. The Securities and Exchange Board Of India (Employees Stock Option Scheme And Employees Stock Purchase Scheme) Guidelines , 1999/ Securities and Exchange board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) (Not applicable to the Company during the Audit period);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (Not applicable to the Company during the Audit period);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable to the Company during the Audit period);

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period);

VI. Other laws applicable specifically to the Company namely :

- (a) The Cable Television Networks Regulations' Act, 1995 and rules, regulations made thereunder (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ;
- (b) The Cable Television Networks Rules 1994 and (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ;
- (c) The Policy Guidelines for Uplinking of Television Channels from India issued by Ministry of information and Broadcasting (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ; and
- (d) The DTH Guidelines regulated by the Telecom Regulatory Authority Of India (TRAI) (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ;

(We have been informed that compliances under the Law, Rules, & Regulations as stated under VI.(a to d) have been done as prescribed but proper documents have not been made available for the Audit.)

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.(not applicable as not notified during the period under audit) ; and
- ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board / Committee meetings are carried out either unanimously or by the majority as recorded in the minutes of the meetings of the Board/Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However there is scope for further improvement to strengthen the systems, process and reporting thereof.

We further report that as per documents produced and information provided to us, during the audit period there has not been any such activity having a major bearing on the Companies affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines etc.

For M/S C.P. Shukla & Co.
Company Secretaries
(C.P. Shukla)

Membership No. : FCS 3819
C.P. N/o. : 5138
Date:10/08/2015
Place: Lucknow

FORM NO. MGT 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2015

I	REGISTRATION & OTHER DETAILS:	
i	CIN	L67120MH1981PLC024947
ii	Registration Date	06.08.1981
iii	Name of the Company	SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED
iv	Category of the Company	Public Limited Company
v	Address of the Registered office & contact details	
	Address :	Sahara India Point, CTS 40 - 44, S.V. Road,
	Town / City :	Goregaon (West), Mumbai - 400 104.
	State :	Maharashtra
	Country Name :	India
	Telephone (with STD Code) :	022-42931818
	Fax Number :	022-42931870
	Email Address :	investors@sahara-one.com
	Website, if any:	www.sahara-one.com
vi	Whether listed company	Yes
vii	Name and Address of Registrar & Transfer Agents (RTA):-	
	Name of RTA:	Link Intime India Private Limited
	Address :	C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
	Town / City :	Bhandup (West), Mumbai - 400 078.
	State :	Maharashtra
	Pin Code:	400078
	Telephone :	022-25963838
	Fax Number :	022-25946969
	Email Address :	mumbai@linkintime.co.in

II.	PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY		
	All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-		
S I . No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Motion Picture, VideoTape and Television Programme Production		
2			
3			

III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -				
	No. of Companies for which information is being filled		0		
S No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	H O L D I N G / SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	No Subsidiary Companies / No Holding Companies				
2					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i. Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	8375000	0	8375000	38.908	8375000	0	8375000	38.908	0%
b) Central Govt	0	0	0	0.000	0	0	0	0%	0%
c) State Govt(s)	0	0	0	0.000	0	0	0	0%	0%
d) Bodies Corp.	7766702	0	7766702	36.082	7766702	0	7766702	36.082	0%
e) Banks / FI	0	0	0	0.000	0	0	0	0%	0%
f) Any other	0	0	0	0.000	0	0	0	0%	0%
(2) Foreign									
a) NRI - Individual/	0	0	0	0.000	0	0	0	0%	0%
b) Other - Individual/	0	0	0	0.000	0	0	0	0%	0%
c) Bodies Corp.	0	0	0	0.000	0	0	0	0%	0%
d) Banks / FI	0	0	0	0.000	0	0	0	0%	0%
e) Any Others	0	0	0	0.000	0	0	0	0%	0%
Total shareholding of Promoter (A)	16141702	0	16141702	74.990	16141702	0	16141702	74.990	0%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.000	0	0	0	0%	0%
b) Banks / FI	0	0	0	0.000	0	0	0	0%	0%
c) Central Govt	0	0	0	0.000	0	0	0	0%	0%
d) State Govt(s)	0	0	0	0.000	0	0	0	0%	0%
e) Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
f) Insurance Companies	0	0	0	0.000	0	0	0	0%	0%
g) FIs	0	0	0	0.000	0	0	0	0%	0%
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
i) Others (specify)	0	0	0	0.000	0	0	0	0%	0%
Sub-total (B)(1):-	0	0	0	0.000	0	0	0	0%	0%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	5184153	2000	5186153	24.094	5192480	2000	5194480	24.132%	0.160%
ii) Overseas	0	0	0	0.000	0	0	0	0%	0%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	136684	37307	173991	0.808	148925	37307	186232	0.865	6.057%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	21754	0	21754	0.101	0	0	0	0%	
c) Others (specify)									

Hindu Undivided Family	86		86	0.000	86		86	0.000	0%
Clearing Members	484		484	0.002	672	0	672	0.003	-27.976%
NRI (Repat)	830	0	830	0.004	1818	0	1818	0.008	54.345%
NRI (Non Repat)	0	0	0	0.000	10	0	10	0.000	0%
Sub-total (B)(2):-	5343991	39307	5383298	25.010	5343991	39307	5383298	25.010	0%
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5343991	39307	5383298	25.010	5343991	39307	5383298	25.010	0%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0%	0%
Grand Total (A+B+C)	21485693	39307	21525000	100.000	21485693	39307	21525000	100.000	0%

ii Shareholding of Promoters								
Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shri Subrata Roy Sahara	5200000	24.16	0.00	5200000	24.16	0.00	0%
2	Smt Swapna Roy	350000	1.63	0.00	350000	1.63	0.00	0%
3	Shri O.P. Srivastava	1000000	4.65	0.00	1000000	4.65	0.00	0%
4	Shri J.B. Roy	1000000	4.65	0.00	1000000	4.65	0.00	0%
5	Shri Ishtiaque Ahmad	825000	3.83	0.00	825000	3.83	0.00	0%
6	Sahara India Financial Corporation Limited	3076912	14.29	0.00	3076912	14.29	0.00	0%
7	Sahara Prime City Limited	3261790	15.15	0.00	3261790	15.15	0.00	0%
8	Sahara India Commercial Corporation Limited (For SIMC)	825000	3.83	0.00	825000	3.83	0.00	0%
9	Sahara India Commercial Corporation Limited	413500	1.92	0.00	413500	1.92	0.00	0%
10	Sain Processing and Weaving Mills Private Limited	189500	0.88	0.00	189500	0.88	0.00	0%
	TOTAL	16141702	74.99	0.00	16141702	74.99	0.00	0%

iii Change in Promoters' Shareholding (please specify, if there is no change)					
NO CHANGES					
Sl. No. I - Mr. _____	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year	0.000	0%	0	0%	
Changes During the Year					
Increase					
Date	Reason for Increase				
0		0.000	0%	0	0%
0		0.000	0%	0	0%
0		0.000	0%	0	0%
0		0.000	0%	0	0%

	Decrease						
	Date	Reason for Decrease					
	0			0.000	0%	0	0%
	0			0.000	0%	0	0%
	At the End of the year			0.000	0%	0	0%
iv	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):						
	Sl. No.: 1 For Each of the Top 10 Shareholders BENNETT, COLEMAN AND COMPANY LIMITED			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			1,100,000	5.110	1099722	5.109
	Changes During the Year			278	0.000		
	Increase						
	Date	Reason for Increase					
				0.000	0.000	0	0%
				0.000	0.000	0	0%
				0.000	0.000	0	0%
				0.000	0.000	0	0%
	Decrease						
	Date	Reason for Decrease					
	23.05.2014			0	0%	0	0%
				0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)			1,100,000	5.110%	1099722	5.110%
	Sl. No.: 2 For Each of the Top 10 Shareholders MGK INFRASTRUCTURE PVT LTD			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			1,066,487	4.955%	1,066,487	4.955%
	Changes During the Year			0.000			
	Increase						
	Date	Reason for Increase					
	0			0.000	0%	0	0%
	0			0.000	0%	0	0%
	0			0.000	0%	0	0%
	0			0.000	0%	0	0%
	Decrease						
	Date	Reason for Decrease					
	0			0.000	0%	0	0%
	0			0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)			1,066,487	4.955%	1066487	4.955%
	Sl. No.: 3 For Each of the Top 10 Shareholders BLUE CRYSTAL INFRASTRUCTURE PRIVATE LIMITED			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year			1,066,486	4.955%	1,066,486	4.955%
	Changes During the Year			0			
	Increase						

	Date	Reason for Increase				
		0	0.000	0%	0	0%
			0.000	0%	0	0%
	0		0.000	0%	0	0%
	0		0.000	0%	0	0%
	Decrease					
	Date	Reason for Decrease				
		0	0.000	0%	0	0%
			0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)		1,066,486	4.955%	1066486	4.955%
	Sl. No.: 4 For Each of the Top 10 Shareholders NSC INFRASTRUCTURE PRIVATE LIMITED		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		1,066,486	4.955%	1,066,486	4.955%
	Changes During the Year		0.000			
	Increase					
	Date	Reason for Increase				
		0	0.000	0%	0	0%
			0.000	0%	0	0%
	0		0.000	0%	0	0%
	0		0.000	0%	0	0%
	Decrease					
	Date	Reason for Decrease				
		0	0.000	0%	0	0%
			0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)		1,066,486	4.955%	1066486	4.955%
	Sl. No.: 5 For Each of the Top 10 Shareholders GANDEVI COMMERCE PRIVATE LIMITED		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year		22,411	0.104%	271527	1.261%
	Changes During the Year					
	Increase					
	Date	Reason for Increase				
	22.08.2014	Transfer			0	0%
	05.09.2014	Transfer	0.000	0%	0	0%
	10.10.2014	Transfer	0.000	0%	0	0%
	07.11.2014	Transfer	0.000	0%	0	0%
	Decrease					
	Date	Reason for Decrease				
		0	0.000	0%	0	0%
		0	0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)		22,411	0.104%	271527	1.261%

	Sl. No.: 6 For Each of the Top 10 Shareholders HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED				Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				250,950	1.166%	250950	1.166%
	Changes During the Year				0.000			
	Increase							
	Date	Reason for Increase						
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	Decrease							
	Date	Reason for Decrease						
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)				250,950	1.166%	250950	1.166%
	Sl. No.: 7 For Each of the Top 10 Shareholders MENTOR CAPITAL LIMITED				Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				224,986	1.045%	224986	1.045%
	Changes During the Year							
	Increase							
	Date	Reason for Increase						
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	Decrease							
	Date	Reason for Decrease						
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	At the End of the year (or on the date of separation, if separated during the year)				224,986	1.045%	224986	1.045%
	Sl. No.: 8 For Each of the Top 10 Shareholders DLM CONSTRUCTION PRIVATE LIMITED				Shareholding at the beginning of the year		Cumulative Shareholding during the year	
					No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				22,200	0.103%	22200	0.103%
	Changes During the Year							
	Increase							
	Date	Reason for Increase						
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%
	0	0			0.000	0%	0	0%

0	0	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0.000	0%	0	0%
0	0	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		22,200	0.103%	22200	0.103%
Sl. No.: 9 For Each of the Top 10 Shareholders SYNERGY MONEYCONTROL PRIVATE LIMITED		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		0.000	0%	20997	0.098%
Changes During the Year					
Increase					
Date	Reason for Increase				
20 Jun 2014	Transfer				
11 Jul 2014	Transfer				
18 Jul 2014	Transfer				
25 Jul 2014	Transfer				
08 Aug 2014	Transfer				
15 Aug 2014	Transfer				
22 Aug 2014	Transfer				
12 Sep 2014	Transfer				
30 Sep 2014	Transfer				
17 Oct 2014	Transfer				
24 Oct 2014	Transfer				
21 Nov 2014	Transfer				
28 Nov 2014	Transfer				
05 Dec 2014	Transfer				
19 Dec 2014	Transfer				
31 Dec 2014	Transfer	0.000	0%	0	0%
02 Jan 2015	Transfer	0.000	0%	0	0%
23 Jan 2015	Transfer	0.000	0%	0	0%
0	0	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0.000	0%	0	0%
0	0	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		0.000	0%	20997	0%
Sl. No.: 10 For Each of the Top 10 Shareholders AND KHOSLA ASSOCIATES LIMITED		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		14,900	0.069%	14900	0.069%
Changes During the Year					
Increase					

Date	Reason for Increase				
0	0	0.000	0%	0	0%
0	0	0.000	0%	0	0%
0	0	0.000	0%	0	0%
0	0	0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
0	0	0.000	0%	0	0%
0	0	0.000	0%	0	0%
At the End of the year (or on the date of separation, if separated during the year)		14,900	0.069%	14900	0.069%
v Shareholding of Directors and Key Managerial Personnel:					
S. No.: 1 SHRI OM PRAKASH SRIVASTAVA		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		1,000,000	4.646%	1000000	4.646%
Changes During the Year		0.000			
Increase					
Date	Reason for Increase				
0		0.000	0%	0	0%
0		0.000	0%	0	0%
0		0.000	0%	0	0%
0		0.000	0%	0	0%
Decrease					
Date	Reason for Decrease				
0		0.000	0%	0	0%
0		0.000	0%	0	0%
At the End of the year		1,000,000	4.646%	1000000	4.646%

V INDEBTEDNESS					
NO SECURED LOANS					
Indebtedness of the Company including interest outstanding/accrued but not due for payment					
Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness	
i) Principal Amount	0	0	0.000	0	
ii) Interest due but not paid	0	0	0.000	0	
iii) Interest accrued but not due	0	0	0.000	0	
Total (i+ii+iii)	0	0	0.000	0	
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness	
* Addition	0	0	0.000	0	
* Reduction	0	0	0.000	0	
Net Change	0	0	0.000	0	
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness	
i) Principal Amount	0	0	0.000	0	
ii) Interest due but not paid	0	0	0.000	0	
iii) Interest accrued but not due	0	0	0.000	0	
Total (i+ii+iii)	0	0	0.000	0	

VI.	REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
A.	Remuneration to Managing Director, Whole-time Directors and/or Manager:					
	Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
			Shri Boney Kapoor (Whole Time Director)	Shri Suresh Mishra (Manager / Principal Officer resigned w.e.f.01.11.2014)	Shri Nitin Raghuvanshi (Manager / Principal Officer appointed w.e.f. 01.11.2014 and resigned w.e.f.01.06.2015)	
	1	Gross salary	0	28,44,399	19,37,458	47,81,857
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
		(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
		(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
	2	Stock Option	0	0	0	0
	3	Sweat Equity	0	0	0	0
	4	Commission	0	0	0	0
		- as % of profit	0	0	0	0
		- others, specify	0	0	0	0
	5	Others, please specify	0	0	0	0
		Total (A)	0	28,44,399	19,37,458	47,81,857
		Ceiling as per the Act				
B.	Remuneration to other directors:					
	Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
			Shri R.S. Rathore	Shri Brijendra Sahay	Shri J.N. Roy	
	1	Independent Directors				
		Fee for attending board committee meetings	180000	100000	180000	460000
		Commission	0	0	0	0
		Others, please specify	0	0	0	0
		Total (1)	180000	100000	180000	460000
	2	Other Non-Executive Directors	Shri O.P. Srivastava	Smt Rana Zia		
		Fee for attending board committee meetings	180000	0	0	180000
		Commission	0	0	0	0
		Others, please specify	0	0	0	0
		Total (2)	180000	0	0	180000
		Total (B)=(1+2)	360000	100000	180000	640000
		Total Managerial Remuneration	0	0	0	0
		Overall Ceiling as per the Act				

C.	REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
	Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
			CEO	Shri S.C. Tiwari (Company Secretary - resigned w.e.f. 01.06.2015)	Shri Sanjay Garg - (CFO)	Total
	1	Gross salary	0	13,23,684	38,10,399	51,34,083
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	0	0	0
		(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
		(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
	2	Stock Option	0	0	0	0
	3	Sweat Equity	0	0	0	0
	4	Commission				
		- as % of profit	0	0	0	0
		- others, specify...	0	0	0	0
	5	Others, please specify	0	0	0	0
		Total		13,23,684	38,10,399	51,34,083

VII.	PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)	
	A. COMPANY						
	Penalty						
	Punishment						
	Compounding						
	B. DIRECTORS						
	Penalty						
	Punishment						
	Compounding						
	C. OTHER OFFICERS IN DEFAULT						
	Penalty						
	Punishment						
	Compounding						

CERTIFICATION ON FINANCIAL STATEMENT OF THE COMPANY

We, Nitin Raghuvanshi, Manager and Principal Officer, appointed under the provisions of the Companies Act, 2013 and Sanjay Garg, Chief Financial Officer of Sahara One Media and Entertainment Limited, certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2015 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies, if any, in the design or operation of internal controls, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Nitin Raghuvanshi
(Manager)

Sd/-
Sanjay Garg
(CFO)

Place: New Delhi
Date: 12th day of August, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

An overview

Sahara One Media and Entertainment Limited (BSE Code: 503691) is engaged in sale of television programmes and motion pictures production and distribution. The Television business operates in three television channels namely: SAHARA ONE which is a General Entertainment Channel (GEC), FILMY which is a Hindi movie channel and FIRANGI which offers dubbed international shows and movies is proposed to be changed to a new channel named 'Hitz Music' which will be a retro music channel.

INDUSTRY STRUCTURE, DEVELOPMENT AND FUTURE OUTLOOK:

The Media and Entertainment Industry in India is a big part of sparking this ambition, widening horizons, and helping transform lives. The more we, as industry players, can enable the growth of this industry, the more people across the country can be made aware of issues, be educated and entertained, see how other parts of the country and world are and connect with others.

KEY TRENDS AND THEMES FOR GROWTH:

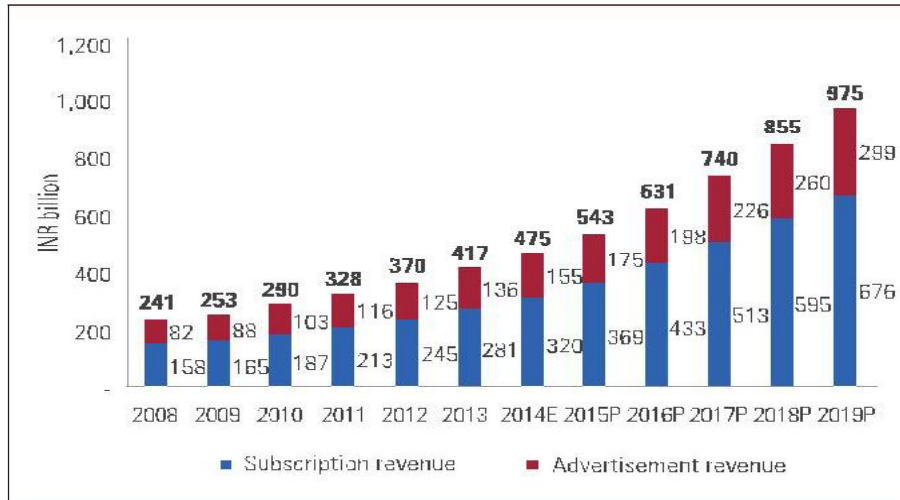
Digitisation:

The television industry continued to have a dynamic operating environment in 2014. Despite the ongoing cable digitisation, increase in the much-awaited addressability and resultant improvement in economics for Multi System Operators (MSOs) and broadcasters continued to evade the industry in 2014, while subscription revenue growth from Direct-to-home (DTH) continued at a fast clip. The break-up of the channel aggregators as a result of the disaggregation regulation from Telecom Regulatory Authority of India (TRAI) has not significantly impacted the larger broadcasters but is likely to affect the smaller and niche broadcasters more. Towards the end of the year, in an industry-first initiative Star India Private Limited decided to provide all its channels on a transparent and non-discriminatory Reference Interconnect Offer (RIO) basis and offered incentives to MSOs based on availability and placement of its channels. This has the potential to push MSOs to introduce tiered packages and increase prices, which could benefit all the players in the industry but is likely to require support from other large broadcasters as well to be successful. In 2015, key things to watch will be the ability of MSOs to enforce channel packaging in Phase I and II cities and rollout of set-top-box (STB) in Phase III areas.

Television advertising bounced back significantly on account of elections and improved macro-economic environment leading to companies increasing their ad spends. E-commerce emerged as a key sector driving growth, followed by mobile handset companies, while some of the traditionally large advertisers such as Fast Moving Consumer Goods (FMCG) and automobiles also saw renewed growth. The ecosystem for TV ad revenue growth is expected to remain strong in 2015 on account of the rebound in the India growth story. The implementation of the viewership measurement system by Broadcast Audience Research Council (BARC) in 2015, will likely impact the way advertising spend is allocated among different genres and channels, due to inclusion of new markets and increase in sample size.

The television industry in India is estimated at INR475 billion in 2014, and is expected to grow at a CAGR of 15.5 per cent to reach INR975 billion in 2019. Subscription revenue growth at an annualised growth rate of 16 per cent is expected to outpace the advertising revenue annualised revenue growth of 14 per cent, on account of improving monetisation due to digitization.

TV industry size



Increasing HD Channels

Increasing digitalization and need for differentiation coupled with penetration of LCD and LED screens would propel more channels to launch HD feeds. 2013 saw launch of many HD specific channels targeted specifically urban audiences. The competition amongst broadcasters is expected to increase further with Government approving some more licenses for launch of new channels or re launch of existing channels in HD.

Continued growth in Regional Media: Regional media in India has demonstrated strong growth over last few years and continues to have a positive outlook. Given the size and diversity of the Indian market, media owners and advertisers are increasingly adding a regional element to their strategies. As a result, regional markets have grown in size and importance. The key drivers of growth in the regional media space continue to be a better cultural fit for regional content, focus on socio- political issues related to particular regions and stronger engagement with customers in contrast to national Hindi programming.

Social media: India is a rather young country with a median age of 24, and 31 percent of population in the 0-14 age group. This presents a significant opportunity for social media platforms with opportunity to attract additional users onto their platforms. Further, mobile is increasingly becoming an important medium for social media platforms.

The need for youth to stay socially connected through media Social has become one of the most effective and influential mediums today, with an increase of over 37 per cent in the user base in 2013. Though India is lagging behind the global average of social media user penetration, it is expected to grow rapidly thanks to social media applications on smart phones.

Growing contribution of live events in M&E industry

In this year's report, we have also covered live events as a sector. As India builds larger venues to accommodate world class events and the appetite for live events grows, this sector will increasingly grow in size and impact. Still extremely fragmented, the sector has shown signs of maturity and scale has been achieved by a few players in the industry. Coming on the back of the slowing economy from 2008 to 2013, 2014 was sluggish in terms of live events and recorded a growth of less than 10 per cent over the previous year.

Necessity of regulatory support

To achieve its vast potential, the Indian M&E industry needs a well thought through, consistent and long term policy from the Government. In the past few years, Indian M&E players have amended their business models, business strategies and content strategies according to consumption habits of users, ever

changing competitive landscape and rules and regulations of the Ministry of Information and Broadcasting (MIB), TRAI and other related bodies. In many cases, the regulatory agencies have had a positive impact on the industry – the biggest example being the digitisation of cable TV in the country which was mandated by the government to be rolled out in a phased manner. The media industry agrees that it couldn't have achieved this nationwide change without the support of the government.

KEY AREAS TO BE FOCUSED ON FOR GROWTH

➤ Development in terms of quality and quantity:

The demand drivers clearly point toward a requirement for substantial manpower both in terms of quantity and quality. For a sector that is still evolving, the challenge to get a skilled workforce commensurate with growth is immense. Industry players are yet to fully recognize the importance of training, skill development or education in media. The students trained in a media course industry continues to hire general stream graduate students at the entry level who are expected to learn on the job.

There is clearly a gap in the number of quality institutions, given India's size and the concentration of education institutions in tier-I cities. A lot of production houses in television, films, animation and news, in both print and broadcast, have in-house training schools but they lead to creation of a captive talent pool and do not benefit the industry at large .

➤ Content Management:

The Internet has forced M&E content creators to reengineer content-related processes. New content types require newer content management capabilities. Designing the 'next best product' can be done through implementing analytics solutions on past data. Search and browse requirements need metadata tagging and SEO.

➤ Distribution Channel:

The emerging digital world requires new methods of distributing content. Identifying the optimum distribution channel mix is expected to reduce a lot of operational expenditure for the media and entertainment organisation. With the advent of kindle and smart phones, 'any content on any device at any time' becomes the expectation. Providing an active role for the readers in defining their products could decide the success rate of the distribution channel.

FILMS:

The film industry recorded a double digit growth, although slower than in 2013, with multiple movies scoring big on box office collections. Approximately 90-95 per cent movie screens are now digitised in the country, with a shift in focus to tier II and III cities. Going forward, multiplex growth is expected to slow down, in line with the overall delays and future expectations for retail sector and commercial real estate development, impacting box office growth in the short term.

Films had slower growth in 2014, than in 2013 and returned to the mean as far as growth rates go. Multiplex expansion, ticket prices growth and the expansion of digital screens are all likely to slow down in the near term – challenging the industry to find new avenues to maintain momentum. However, India is a heavily under-screened country and the macro story for the film industry remains strong.

The big hope for the future of the M&E industry continues to be digital. With a fast growing internet user base of over 200 million internet users, the potential of the industry to enhance engagement with customers and generate revenue from digital media is indeed vast. 2013 saw a few tipping points for digital; the telecom companies began to focus on data as a revenue driver, as contribution from voice slowed, and the advertising agencies began a furious competition to acquire digital and social media boutiques. All of these point to a bright future for this sector. This year we also cover several new interesting aspects of the M&E sector. Over the years, live events has been emerging as a robust category. Last year saw Indian audiences flocking to shows by international DJs, musicians and comedians. IP driven shows also show

record viewership and attendance. Live events have become a major source of revenue for artistes and a credible avenue for sponsors. Several companies in this space are heading towards critical mass and are poised to take the sector forward.

Movies play a more dominant role in the content mix on South Indian regional GECs than on Hindi GECs. Apart from showing movies, comedy clips and music from movies also comprise a significant component of the content mix. The Music genre occupied a 3.646 per cent viewer ship share in CS 4+ All India in 2013.

So our Company planned to launch a new music Channel named Hitz Music. The Music genre has benefited from digitisation with increased shelf space for music channels driving penetration in untapped markets. Regional and youth music consumption have emerged as attractive avenues for players in the genre. Channels are attempting to create an identity for themselves through innovation in content and packaging and enhanced consumer engagement via digital media in order to break free from the cluttered music space.

Consumption of TV content on screens other than the television, such as PCs, mobile phones and tablets is a growing phenomenon. Online video viewership has witnessed significant traction in India, with 6054 million people having watched online videos on their PCs, a growth of 1654 per cent between December 2012 and December 2013, indicating the growth potential for online viewership of TV in India. Further growth in online consumption of TV content is dependent on developments across different aspects of the ecosystem – content, platforms, devices, data services and payment mechanisms. Broadcasters are looking at various options to make their content available to users on multiple screens, including You Tube.

KEY ELEMENTS FOR GROWTH

(i) New shows to sustain in competitive Industry:

The launch of new shows across network channels and current series rights of programs has helped the channel to sustain in the competitive industry and grew its dominance. The Company aims to further enhance the market share through a planned content line up and launch of new shows.

(ii) Concentrate on additional revenues from digital pay platforms:

India is a fast digitising market and the consumer shift towards digital services is exhibited through the rampant expansion of digital homes. Digital homes now account for almost half of the total Pay TV homes in the Country.

(iii) Rationalize on costs across different heads:

The company has always believed that higher spends will not necessarily result in sustained incremental viewership. Even in the wake of competition, the network maintained its cost structures, though with increased competition our costs also moved up. Better negotiations with suppliers and stricter control on distribution spends will help in further keeping costs under check.

(iv) Corporate Governance:

Sahara one media and entertainment firmly believes that good governance is critical to sustaining corporate development, increasing productivity and competitiveness and creating shareholder wealth. The governance process should ensure that the available resources are utilised in a manner that meets the aspirations of all its stakeholders. Your Company's essential charter is shaped by the objectives of transparency, professionalism and accountability. The Company continuously endeavours to improve on these aspects on an ongoing basis. While the increasing emphasis on transparency and accountability, standards have been set by various governing bodies on disclosure as well as judiciousness in conduct. Our Company has always tried to go a step further in this direction.

KEY CHALLENGES

➤ Competition from other players:

The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.

➤ Ever changing trends in Media sector:

It may not be possible to consistently predict changing audience tastes. People's tastes vary quite rapidly along with the trends and environment they live in. This makes it virtually impossible to predict whether a particular show or serial would do well or not. With the kind of investments made in ventures, repeated failures would have an adverse impact on the bottom line of the Company.

➤ Cost of programming mix might affect its bottom line:

The urge to compete and provide the best content to viewers, company would have to incur high expenditure to provide an impetus on its programming front from time to time. The increase in costs might not necessarily perk up its revenues in the same proportion.

➤ Investments in new channels:

The Company may from time to time launch new channels. Content for these channels is obtained from its existing library as well as from programmes acquired in the normal course of its business.

➤ Macroeconomic environment:

Macroeconomic environment can be a potential source of risk. Moderating growth, along with high inflation, can adversely impact advertising revenues of the Company, which forms the largest component of the Company's revenues.

➤ Slowdown in DTH/Digital rollout:

The uptake of pay digital services by subscribers has been a very encouraging sign for all broadcasters. Internationally most broadcasters derive a greater share of their revenues from the subscription revenues whereas in India the under-declaration in the analogue cable system has led to broadcasters being more dependent on advertising revenues, which tend to be cyclical in nature and more affected by the macro economic factors.

➤ Increased competitive environment in the Hindi General Entertainment Space: The Hindi GEC genre is amongst the key genres for all advertisers and hence is most lucrative to all the TV broadcasters. Any new competition in the space can have an impact on the Company's revenues.

➤ The success of any new channel depends on various factors, including the quality of programming, price, extent of marketing, competition etc. There can be no assurance that the Company will be as successful in launching new channels as it has been the case of its existing channels.

TELEVISION:

2014 was also the year of the regulator, whether it was capping duration of commercial time on television channels or driving ahead digitisation. The Telecom Regulatory Authority of India (TRAI) put pressure on everyone in the TV ecosystem to ensure progress of digitisation. This was apparent at every stage, that is, rolling out of digital cable set top boxes (STBs) in Phase I and II cities, pursuing MSOs to complete collection of customer application forms (CAF), introducing gross billing and rolling out channel packages.

It is estimated to bring about a further drop in the carriage fees, and drive growth in ARPUs (Average Rate Per Users), thereby increasing profitability and allowing content producers to focus on better content. In the film sector as well, digitisation has enabled better monetisation for the industry, as a single film can be distributed across thousands of screens and locations in a short period of time.

OUTLOOK FOR TV INDUSTRY

Digitisation of cable saw the television industry still on the path of progress, with the mandatory Digital Access System (DAS) rollout almost complete in Phase II cities. The impact was felt to the extent that carriage fees saw a reduction of 15-20 per cent overall, however the anticipated increase in ARPUs and subscription revenues for broadcasters and MSOs (Multi System Operators) is expected to be realised only over the next 2-3 years as MSOs begin the process of becoming B2C organisations from B2B organisations. The introduction of packaging is key to raising revenue

CONTENT PRODUCTION

- Content production industry continues to be fragmented, given the low barriers to entry and highly creative nature of the industry
- In general, production costs continued to increase, not only linked to inflation but also to improvement in production quality. Increased competition has also led to higher investments in production quality.
- Digitisation is expected to create significant opportunities for growth for content providers, including improvement in content quality, localised content and niche channels.
- Increasingly, content producers are recognising the need for owning intellectual property (IP) rights for content so as to be able to monetise it better. IP rights also provide a barrier to entry in an extremely fragmented industry with several small players.

Broadcasting

- 2013 continued to be a challenging year for broadcasters, with a lower-than-expected advertising revenue growth driven by the weak operating environment and TRAI's 12 minute ad cap regulations.
- Among the various genres, Hindi and Regional General Entertainment Channels (GECs) performed the best in 2013 with ad spend flowing to mainstream channels considered to be safer bets in an environment of slow advertising growth.
- The long-term outlook for TV advertising remains positive and advertising revenues are expected to grow at a 13 per cent CAGR from 2013-18.
- Subscription revenues increased in 2013, partly due to higher subscription revenues from Phase I & II cities and partly due to better negotiation through consolidated channel aggregators.
- While some benefits of digitisation were seen in 2013, real benefits in terms of growth in subscription revenues and decline in carriage fees are expected to be seen over 2014 and 2015.
- In digitised areas, carriage costs appear to have declined. At the same time, TAM's increased coverage of LC1 markets has resulted in some of the carriage savings being redirected to increase reach in LC1 markets.
- Growth is expected to be driven by a sharp increase in net subscription revenues, driven by better ARPU shares and lower carriage fees.

DISTRIBUTION

With 168 million TV households, India is the world's second largest television market after China but remains highly unstructured. Though digitisation of C&S households crossed the 50 per cent mark in 2013, implementation challenges remain in achieving improvement in addressability and increase in monetisation. As a result, there was no real impact from digitisation on sharing of subscription revenues among the different participants or carriage fees in 2014.

While the rollout of digital STBs slowed down in 2014, MSOs have focussed on improving their business model in Phase I and II cities. Digitisation has changed the role of MSOs from being a B2B service provider to a B2C service provider and it is taking time for MSOs to build internal processes to reflect this change in business model. This, coupled with continuing resistance from LCOs, has resulted in delays

in implementation of gross billing and rollout of channel packages in Phase I and II cities. According to industry participants, higher collection per subscriber for the MSOs and hence broadcasters is possible only after the end-customers start paying for what they watch, instead of paying for the base pack and receiving all channels. On the other hand, DTH operators have continued to focus on improving realisations by increasing penetration of HD channels, premium channels and value added services.

KEY CHALLENGES AND RISKS:

- Lack of fresh talent pool. Creative profiles like actors and writers are mostly in short supply. This can impact not only costs but quality and differentiation as well, since most of the available talent pool is used across a range of productions. Few media schools imparting courses in creative writing or ideation leading to paucity of content creation in the television industry, where number of channels have grown exponentially.
- Most courses in media marketing and sales are not very popular with media schools and the industry often has to look to other sectors to hire manpower for these job roles. FMCG tends to be a key poaching ground for the media industry
- Budget constraints which tend to limit creativity and often hamper the possibility of exploring innovative concepts or formats.

Increasing digitisation across sub-sectors of M&E industry, rate increases in TV, channel packaging by MSOs, innovative strategies to monetise digital content, rapid growth of new media powered by increasing smartphone penetration. A well thought out, consistent and long term outlook on regulation is also the key to create an M&E industry that is world class in scale and plays its part in transforming India.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate Internal Control systems & procedures commensurate with the size and the nature of its business for the purchase of goods, TV programmes, films / programme rights, equipment and other assets and for the sale of goods. The Management also keeps close watch on the Internal Control system and consistently takes necessary corrective steps, wherever necessary, to further strengthen the Internal Control systems and procedures of the Company.

HUMAN RESOURCES

The Company strongly believes in manpower being superior to money power and therefore, recognizes and respects the individual capacities and capabilities of its employees. The Company's Human Resource processes ensure building a competent team of motivated employees. It is the Company's first priority to enrich its employees by promoting learning and enhancing their knowledge with special emphasis on internal and external training. The proper synchronization between the goals of the individual and that of the organization is a critical aspect and is delicately managed by the HR department. The Company has stressed strongly on performance management linked to compensation. To recognize and reward good performance, the Company has been successfully practicing the concept of performance-based variable compensation. The reward and recognition system is duly followed through a performance appraisal system on an annual basis.

(SOURCES: FICCI FRAMES AND KPMG REPORT 2015)

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that serves different markets. The Company principal business is sale of television programmes and motion pictures production and distribution.

	Continuing Operations				Consolidated	
	Television		Motion Pictures		Total	
	2015	2014	2015	2014	2015	2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Revenue						
External sales (net of service tax)	261,395,589	913,738,054	1,948,213	133,660	263,343,802	913,871,714
Other income	16,413,222	34,548,552	-	-	16,413,222	34,548,552
Inter-segment sales	-	-	-	-	-	-
Total revenue	277,808,811	948,286,606	1,948,213	133,660	279,757,024	948,420,266
Results						
Segment result	(97,125,132)	80,119,531	(154,495,739)	(7,344,641)	(251,620,871)	72,774,890
Unallocated expenses					(50,212,468)	(110,153,449)
Operating profit					(301,833,338)	(37,378,560)
Finance costs					(1,555,035)	(408,698)
Other income including finance income					10,760,249	65,838,541
Exceptional Items					-	-
Profit before tax					(292,628,124)	28,051,284
Income taxes					(36,302,537)	(9,223,347)
Net profit					(328,930,661)	18,827,937
Segment assets	955,758,826	1,147,447,794	800,264,544	876,336,474	1,756,023,369	2,023,784,268
Unallocated assets					1,281,022,193	1,296,545,749
Total assets					3,037,045,562	3,320,330,017
Segment liabilities	(384,691,135)	(324,078,183)	(2,298,854)	(213,213)	(386,989,989)	(324,291,396)
Unallocated liabilities					(34,721,845)	(51,686,561)
Total liabilities					(421,711,833)	(375,977,957)
Other segment information						
Capital expenditures :						
Tangible assets					(7,416,453)	29,650
Depreciation	55,672	44,576	-	-	(5,352,366)	2,008,360
Other non-cash expenses	-	-	-	-	24,141,289	1,759,614

Geographical Segments – The Company operates in one geographical segment, i.e. India.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholders aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organization and the commitment to meet the aspirations of all the stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial, performance focused work environment.

Traditional views of Governance as a Regulatory and compliance requirement have given way to adoption of governance tailored to the specific needs of the company. Clause 49 has set the benchmark compliance rules for a listed company and the baseline for governance standards. Sahara One not only adheres to the prescribed corporate practices as per clause 49 but is constantly striving to adopt emerging best practices worldwide. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives.

Corporate Governance is the manifestation of personal benefits and values, which configures the organizational values, benefits and actions of employees of the Company. Company is committed to be open and transparent as much as possible with respect to its internal financial reporting, control systems and decision making processes.

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

BOARD OF DIRECTORS

The Board of the Company is broad -based consisting of Six Directors out of which three are independent Directors, which is in line with the requirements of the Code of Corporate Governance.

Category of Directors	No. of directors
Promoter Directors	1
Professional Director	2
Independent Directors	3
Total	6

The Board of Directors of the Company comprise of the following: -

Shri O. P. Srivastava	Promoter Non-Executive Director
Shri Boney Surinder Kapoor	Non- Promoter Non-Executive Director
Shri R. S. Rathore	Independent Non-Executive Director, Ex-Chairman, Central Board of Direct Taxes & Special Secretary, Ministry of Finance and Ex-Chairman of Bank of Rajasthan Ltd. (Now ICICI Bank)
Shri Brijendra Sahay	Independent, Non-Executive Director, Former Chief Secretary to the Government of U.P.
Shri J. N. Roy	Independent, Non-Executive Director, Former Commissioner of Security, Ministry of Civil Aviation, Government of India.
Smt Rana Zia	Non-Executive Director

BOARD MEETINGS & ANNUAL GENERAL MEETING:

During the F.Y. 2014-2015, Meetings of the Board of Directors of the Company were held four times on 21.05.2014, 11.08.2014, 11.11.2014 and 13.02.2015. The gaps between the Board meetings were well

within the maximum time gap of 120 days as prescribed in Clause 49 of the Listing Agreement.

Details of the attendance of the Directors at the Board meetings and Annual General Meeting and also details of Directorship and membership of Committee (s) in other Companies as on 31.03.2015 are as under:

Directors	Attendance (Total 4 Board Meetings)	Attendance (33 rd AGM held on 26.09.2014)	Directorship in other Companies	Number of membership in other Companies Committee(s)	Number of Chairmanship in other Companies Committee(s)
Shri O. P. Srivastava DIN:00144000	04	-	12	07	-
Shri Boney Surinder Kapoor DIN:01627097	01	Yes	03	-	-
Shri R. S. Rathore DIN:00265568	04	Yes	01	01	01
Shri Brijendra Sahay DIN:00017600	02	-	03	04	-
Shri J. N. Roy DIN:02132227	04	Yes	01	01	-
Smt Rana Zia DIN:07083262	N.A.	-	05		

Note:

The Directorships shown above are the directorships of the Indian Companies including subsidiaries of Public Companies and Private Companies but do not include the Directorship on the Board of Section 8 Companies and foreign companies. Memberships of Committees in other Companies are of Audit Committee and Shareholders and Investors Grievance Committee.

All the Board meetings were called with advance notice to the Directors and wherever required notices were sent to Stock exchanges where the Company's securities are listed. Agenda papers and all back up papers prepared by Company Secretary were circulated to the Board members well in advance. Chief Executive Officer, Finance head (CFO), Group Head Finance and Group Head Statutory are normally invited to the Board meeting.

The Board of Directors has adopted a Code of Conduct for members of the Board of Directors and senior management of the Company. The Code has been posted on the Company's website www.sahara-one.com.

AUDIT COMMITTEE

The Board of Directors of the Company constituted a committee of Directors known as Audit Committee in its meeting held on 30th January 2001 and further reconstituted on 29th June 2002, 29th July 2006, 29th April 2008, 30th June, 2009, 2nd August, 2011 and 8th February 2012. At present, Company have four Directors as members of Audit Committee, out of which 1 Director is promoter non-executive director and rest three are independent non-executive directors and Company Secretary acts as Secretary to the Committee. Shri R. S. Rathore, Independent Director is the Chairman of Audit Committee. At present, the following members constitute the audit Committee of company:

Shri R. S. Rathore	Chairman
Shri O.P Srivastava	Member
Shri Brijendra Sahay	Member
Shri J.N. Roy	Member

During the F.Y. 2014-2015, meetings of the Audit Committee members of the Company were held four times on 21st May 2014, 11th August 2014, 11th November 2014 and 13th February 2015. Details of the

attendance of the Committee members in the Audit Committee meetings of company during F.Y. 2014-15 are as under:

DIRECTORS	CATEGORY	ATTENDANCE (TOTAL 4 MEETINGS)
Shri R. S. Rathore, Chairman (DIN: 00265568)	Independent Non-Executive Director	04
Shri O. P. Srivastava (DIN : 00144000)	Promoter Non-Executive Director	04
Shri Brijendra Sahay (DIN : 00017600)	Independent Non-Executive Director	02
Shri J. N. Roy (DIN : 02132227)	Independent Non-Executive Director	04

The role and power of the Audit Committee are as per Section 177 of the Companies Act, 2013 and as prescribed in the Clause 49 of the Listing agreement. Audit Committee meetings are held periodically. Statutory Auditors, Chief Executive Officer, Chief Financial Officer, Group Head - Finance and Group Head - Statutory normally attend the Audit Committee Meetings.

NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of the Company constituted a committee of Directors known as Remuneration Committee in its meeting held on 26th August, 2009 (pursuant to the requirement of Schedule XIII of Companies Act, 1956) to deal with matters related to managerial remuneration of company as may be required from time to time. The Committee is consisting of following members at present:

Shri R. S. Rathore	Chairman
Shri R. S. Rathore	Member
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

The Remuneration Committee was renamed as Nomination and Remuneration Committee by the Board of Directors at their meeting held on 11th August, 2014.

Meetings of Nomination and Remuneration Committee of the Company were held during the financial year 2014-2015 on 11th August, 2014, 11th November, 2014 and 13th February, 2015.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors of Company had constituted Share Transfer Committee on 10th March, 2000 which was later renamed as Shareholders and Investors Grievances Committee and further renamed as Stakeholders' Relationship Committee and was further re-constituted on 3rd April, 2001, 30th January, 2002, 29th July, 2006, 23rd October, 2008, 21st March 2009, 24th March 2010 and 8th November 2012.

Following are the members of the committee at present:

Shri O.P. Srivastava	Chairman
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

Shri S. C. Tiwari, Company Secretary acts as Secretary / Convener of the committee.

During the period under review, the Company has not received any complaint from the Shareholders/ Investors. No Meetings of Stakeholders' Relationship Committee of the Company were held during the financial year 2014-2015.

The Stakeholders' Relationship Committee Meetings are held whenever required in case the grievances of investors stand unresolved by the Registrar and Share Transfer Agent of company M/s Link Intime India Pvt. Ltd.

GENERAL BODY MEETINGS

The details of date, time & venue of the last three Annual General Meetings of the Company are as given below:-

AGM	Date & Time	Venue	Special Resolution(s)
31 st AGM	25 th September 2012 at 2.30 P.M	Sahara India Point, CTS 40 - 44, S.V. Road, Goregaon (West), Mumbai 400 104.	One Resolution u/s 269 read with schedule XIII for approval of reappointment of Shri Suresh Mishra, Manager / Principal Officer of the Company.
32 nd AGM	27 th September 2013 at 12.30 P.M.	Idea Square, Plot No.-B-42, CTS No.-660, Veera Industrial Estate, Off New Link Road, Andheri (West), Mumbai - 400 053.	Nil
33 rd AGM	26 th September 2014 at 2:30 P.M.	Sahara India Point, CTS 40 - 44, S.V. Road, Goregaon (West), Mumbai 400 104.	Nil

DISCLOSURES

The Company is making adequate disclosure to the shareholders through the Annual Report. Further there is no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interests of Company at large.

There is no non-compliance by the Company, penalties imposed on the Company by Stock Exchange or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

In compliance with requirements of section 177 (9) of the Companies Act, 2013, every listed Company shall establish a Vigil Mechanism / Whistle Blower Policy for Directors and employees of Company to report genuine concerns and grievances and to provide for adequate safeguards against victimization of the Directors and Employees of the Company who avail of the Vigil Mechanism. Offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company who shall after hearing the concerned person, award appropriate punishment to the offender and suitable relief to the person(s) who avail of the Vigil Mechanism.

MEANS OF COMMUNICATION

Disclosure of the financial performance is at core of good governance. This includes consistent, comparable, relevant and reliable information on financial performance of the Company. Towards this end, the Company is providing Annual Report on the working of the Company to each of its shareholders. Further the quarterly / half Yearly Financial Results of the Company are forwarded to Bombay Stock Exchange where the Securities of the Company are listed and published in widely circulated newspapers.

In compliance with newly added Clause 54 of Listing Agreement, the Company has furnished relevant details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances, details of agreements entered into with the media companies and/or their

associates, etc. and the contents of the said website are updated on regular basis.

Further, in view of circular of SEBI, the Company has started the system of processing of investor complaints in a centralized web based complaints redressal system 'SCORES'.

Management Discussion and Analysis Report forms part of this Annual Report. The relevant information is also available at Company's website www.sahara-one.com. Investors can also lodge their complaints with the Company at investors@saharaone.com

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:

Shri S. C. Tiwari
Company Secretary & Compliance Officer
Sahara One Media and Entertainment Limited
Sahara India Point, CTS 40 – 44,
S.V. Road, Goregaon (West),
Mumbai – 400 104.

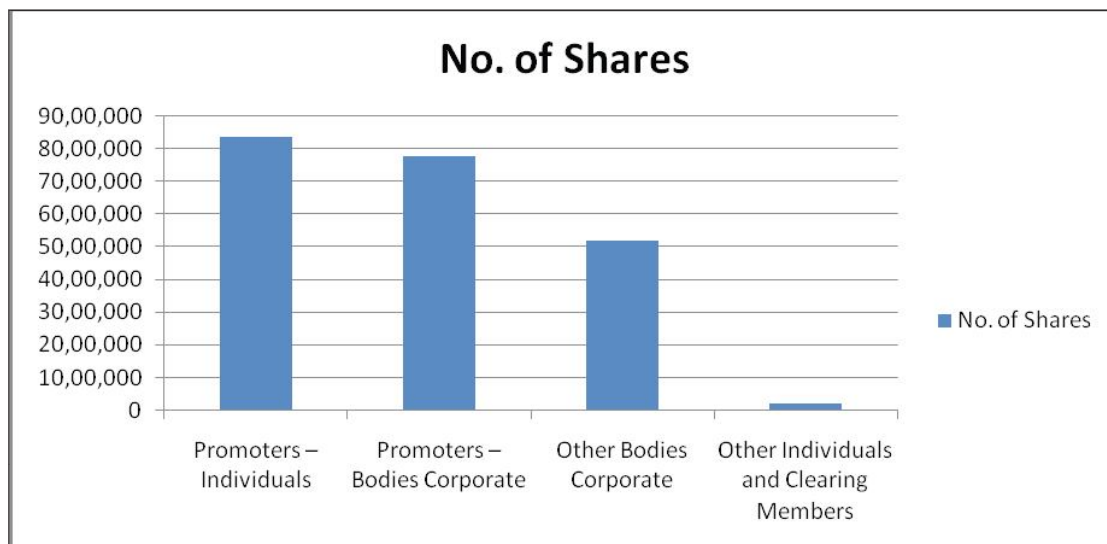
Date: 12th August 2015

DISTRIBUTION OF SHAREHOLDING

As on 31.03.2015 the shareholding pattern of the company is as detailed below:

No. of Equity Shares	Shareholders		Shares	
	Number	% of Holders	Number	% of Shares
1-500	1767	94.8470	94506	0.4391
501-1000	33	1.7713	26400	0.1226
1001-2000	19	0.0199	28775	0.1337
2001-3000	4	0.2147	9855	0.0458
3001-4000	4	0.2147	13923	0.0647
4001-5000	2	0.1074	9069	0.0421
5001-10000	14	0.7515	96029	0.4461
10001-*****	20	1.0735	21246443	98.7059
Total:	1863	100.0000	21525000	100.0000

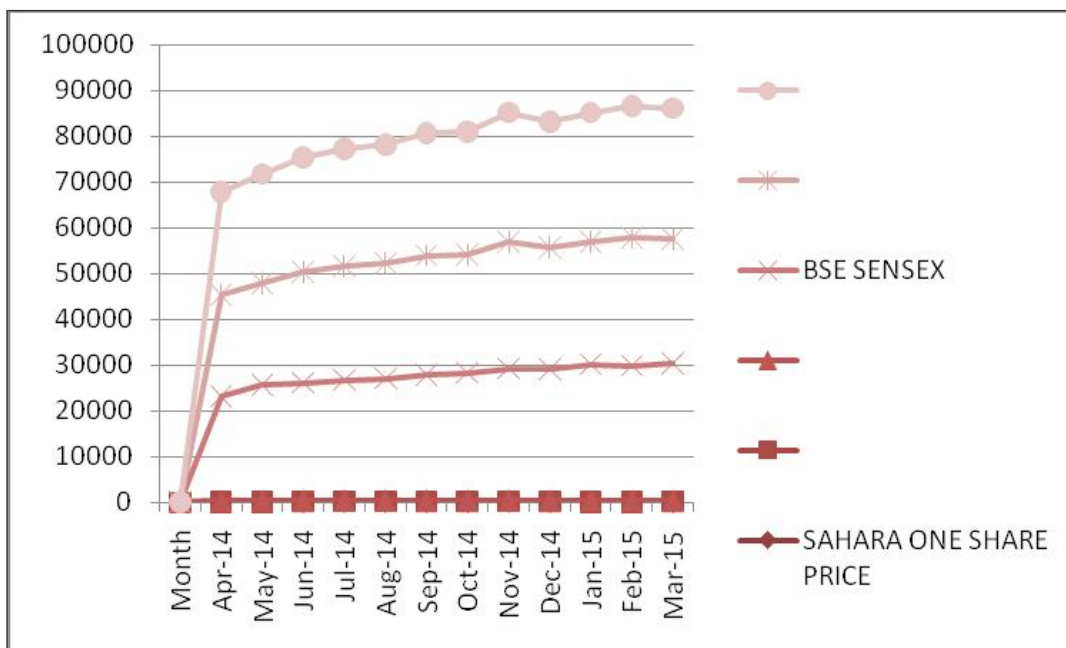
Category	No. of Shares
Promoters – Individuals	8,375,000
Promoters – Bodies Corporate	7,766,702
Other Bodies Corporate	5,194,480
Other Individuals and Clearing Members	188,818
Total:	21,525,000



SHARE PRICE MOVEMENT OF COMPANY AND SENSEX MOVEMENT OF BSE:

Movement in company's share prices during the year 2014-2015 on BSE and SENSEX movement of BSE for the same period was as under:

Month	SAHARA ONE SHARE PRICE			BSE SENSEX		
	High (Rs.)	Low (Rs.)	Average (Rs.)	High (Rs.)	Low (Rs.)	Average (Rs.)
April-2014	72.75	56.05	64.4	22,939.31	22,197.51	22,568.41
May-2014	72.5	53.6	63.05	25,375.63	22,277.04	23,826.34
June-2014	115	63.2	89.1	25,725.12	24,270.20	24,997.66
July-2014	112.8	97.05	104.925	26,300.17	24,892.00	25,596.09
August-2014	113.1	95.15	104.125	26,674.38	25,232.82	25,953.60
Sept-2014	104.8	85.05	94.925	27,354.99	26,220.49	26,787.74
Oct-2014	112.5	77.2	94.85	27,894.32	25,910.77	26,902.55
Nov-2014	118.5	85.5	102	28,822.37	27,739.56	28,280.97
Dec-2014	102	67.45	84.725	28,809.64	26,469.42	27,639.53
Jan-2015	78.75	64.1	71.425	29,844.16	26,776.12	28,310.14
Feb-2015	82.3	63.2	72.75	29,560.32	28,044.49	28,802.41
Mar-2015	95	65.1	80.05	30,024.74	27,248.45	28,636.60



CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

I have examined the compliance of the conditions of Corporate Governance by Sahara One Media and Entertainment Limited having its Registered Office at Idea Square, Plot No - B-42, CTS No – 660, Veera Industrial Estate, Off New Link Road, Andheri (West), Mumbai – 400 053; for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement entered into by the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the Financial Statement of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

I state that in respect of investor grievances received during the year ended on March 31, 2015, no investor grievances are pending against the Company as on June 30, 2015 as per the records maintained by the Company and presented to the Shareholders and Investors Grievances Committee.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Amrita D.C. Nautiyal
Company Secretary

Place: Mumbai
Date :10th August, 2015

Sd/-
(Amrita D.C. Nautiyal)
Proprietor
FCS:5079
C.P. No.7989

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for each of its Director and Senior management personnel. The Code of Conduct is available on the Company's website www.sahara-one.com.

I confirm that the Company has in respect of the financial year ended March 31, 2015 received from the Senior management team members of the company and the members of the Board, a declaration of compliance with the code of conduct as applicable to them.

For the purpose of this declaration, Senior management team members are comprised of the category of General Manager and above, including all Functional Heads.

Place: New Delhi

Date: 12th August, 2015

Sd/-
Sanjay Garg
Chief Financial Officer

GENERAL SHAREHOLDERS INFORMATION

Date	28 th September, 2015
Time	3:00 P.M.
Venue	Sahara One Media and Entertainment Limited, Sahara India Point, CTS 40 – 44, S. V. Road, Goregaon (West), Mumbai – 400 104.
Date of Book closure	22 nd September, 2015 to 28 th September, 2015 (both days inclusive).
Last date of receipt of proxy forms	26 th September, 2015 by 3:00 P.M.
Financial Calendar	1 st April, 2014 to 31 st March, 2015
Last Annual General Meeting	26 th September, 2014
Registrar and Share Transfer Agents	M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (West), Mumbai – 400 078.
Share Transfer System	Shares received for physical transfer on dematerialization or rematerialization requests are generally registered and returned within a period of 15 days from the date of receipt of complete and validly executed documents. The Shareholders / Investors Grievances Committee meet at adequate intervals to approve the Share transfer and dematerialization requests.
Dematerialisation of shares and liquidity	Equity Shares of the Company can be traded in dematerialized forms. To facilitate the trading in dematerialized form, the Company has entered into agreements with both the depositories viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As of date approximately 99.82% of the Equity Shares of the Company are in dematerialized form.
Listing on Stock Exchanges	The Bombay Stock Exchange (BSE)
BSE Stock Code	503691
ISIN No.	INE479B01016
Addresses for correspondence	Sahara One Media and Entertainment Limited, Sahara India Point, CTS 40 – 44, S. V. Road, Goregaon (West), Mumbai – 400 104.

INDEPENDENT AUDITORS' REPORT

TO

The Members of Sahara one Media and Entertainment Limited

We have audited the accompanying financial statements of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

Basis for Qualified Opinion

1. An Amount of Rupees 67,42,84,045/- is outstanding as recoverable from debtors and continuing beyond stipulated period of recovery. The management, based on internal assessments and evaluations, have represented that these debtors amount are fully recoverable and no provision is necessary as at balance sheet date. However, in absence of any convincing evidence, we are of the opinion that this amount should be considered as doubtful and requires appropriate provisioning.
2. Reference is invited to Note 30 to the financial statements regarding deposit of Rupees. 69,40,27,883/- to Sahara-SEBI Refund account in the matter of dispute in respect of repayment of Optionally Fully Convertible Debentures (OFCDs) by two group companies, namely M/s Sahara India Real Corporation Limited & Sahara Housing Investment Corporation Limited, the Hon'ble Supreme Court of India vide its order dated 21-11-2013 had directed that Sahara Group of Companies shall not part with movable and immovable properties and accordingly Security and Exchange Board of India (SEBI) has seized the company's Fixed Deposit and Non Current Investment. Subsequent to this, Hon'ble Supreme Court vide it's order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. However, we are unable to ascertain whether this amount is fully recoverable or not and its further impact, if any, that may arise in case if this amount is subsequently determined to be doubtful of recovery.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects

of the matters described in paragraphs 1 & 2 of the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

The company has prepared financial statements on a going concern basis, notwithstanding the fact that the major customer of the company has terminated the program purchase agreement which was main source of income of the Company, the company does not have sufficient fund to pay its creditors, salary to employees and statutory dues, revenue from operation has reduced by 71% as compared to previous year. These events cast significant doubt on the ability of the Company to continue as a going concern. The appropriateness of the said basis is inter alia dependent on the Company's ability to make new customers, infuse requisite funds for meeting its obligations and resuming normal operations. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, subject to the effects of the matters described in paragraphs 1 & 2 of the Basis for Qualified Opinion paragraph, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
 - e. On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer note 29 to the financial statement.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For D. S. Shukla & Co.
Chartered Accountants
(Firm's Registration No. 000773C)
Delhi/NCR,
27 May 2015

(A.K.Dwivedi)
Partner
Membership No. 078297

ANNEXURE TO AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas. The activities of the Company do not involve the sale of goods.
- (v) The Company has not accepted any deposits from the public.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, service tax, customs duty Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, except the cases given below, though there has been delay in a few cases. The provisions relating to excise duty are not applicable to the Company.

According to information given to us the following undisputed statutory dues payable in respect of income tax which were in arrear as at 31st March 2015 for a period of more than six months from the date they became payable:

Name of the Statute	Nature of Dues	Amount
Income tax Department	Tax deducted at source	10,27,761

- (b) According to the records of the Company, the dues outstanding of income-tax, customs duty, and cess on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Amount (Rs'000)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income tax	8,012	1999-2000, 2009-2010 to 2011-12	Commissioner of Income-tax (Appeals)
Income tax Act, 1961	Income tax	333,481	2002-2003, 2004-05 to 2008-2009	Income tax Appellate Tribunal
Income tax Act, 1961	Tax deducted at source	61,254	2006-2007, 2008-09 to 2010-2011	High Court
Income-tax Act, 1961	Tax Deducted at Source	59,432	2011-12	Income tax Appellate Tribunal
Income tax Act, 1961	Income tax	13,025	2000-2001	High Court
Customs Act, 1962	Customs Duty	445	2008-2009	Custom Appellate Authority

- (c) According to the information and explanations given to us, there is no amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- (viii) The Company has no accumulated losses at the end of the financial year. Though Company has incurred cash losses in the current financial year but not in immediately preceding financial year.
- (ix) Based on our audit procedures and as per the information and explanations given by the management, the Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) The Company did not have any term loans outstanding during the year.
- (xii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

For D. S. Shukla & Co.
Chartered Accountants
(Firm Registration No. 000773C)
Delhi/NCR,
27 May 2015

(A. K. Dwivedi)
Partner
Membership No. 078297

Balance sheet as at 31 March 2015

	Notes	31 March 2015 Rs.	31 March 2014 Rs.
Equity and liabilities			
Shareholders' funds			
Share capital	3	215,250,000	215,250,000
Reserves and surplus	4	2,400,083,729	2,729,296,572
		<u>2,615,333,729</u>	<u>2,944,546,572</u>
Current liabilities			
Trade payables	5	469,070,165	410,190,325
Other current liabilities	6	20,977,059	32,285,410
Short-term provisions	7	15,089,452	14,136,232
		<u>505,136,676</u>	<u>456,611,967</u>
TOTAL		<u>3,120,470,405</u>	<u>3,401,158,539</u>
Assets			
Non-current assets			
Fixed assets - tangible assets	8	5,258,549	7,322,636
Non-current investments	9	11,120,300	11,120,300
Deferred tax assets	10	-	36,302,537
Long-term loans and advances	11	526,126,252	506,371,751
		<u>542,505,101</u>	<u>561,117,224</u>
Current assets			
Current investments	12	28,798,571	27,233,100
Inventories	13	362,292,740	502,621,350
Trade receivables	14.1	706,407,470	748,862,190
Cash and bank balances	15	14,067,539	692,140,718
Short-term loans and advances	11	1,466,398,984	852,810,292
Other current assets	14.2	-	16,373,665
		<u>2,577,965,304</u>	<u>2,840,041,315</u>
TOTAL		<u>3,120,470,405</u>	<u>3,401,158,539</u>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For D.S. SHUKLA & CO.
Firm Registration No. 000773C
Chartered Accountants

A.K. Dwivedi
Partner
Membership No.78297
Delhi/ NCR: May 27, 2015

For and on behalf of the Board of Directors of Sahara One Media
and Entertainment Limited

O. P. Srivastava
Director

Nitin Raghuvanshi
Principal Officer

Sanjay Garg
Chief Financial Officer

Rana Zia
Director

S. C. Tiwari
Company Secretary

Statement of profit and loss for the year ended 31 March 2015

	Notes	31 March 2015 Rs.	31 March 2014 Rs.
Revenue			
Revenue from operations (gross)	16	263,343,802	913,871,714
Other income	17	27,173,472	100,387,093
Total		290,517,274	1,014,258,807
Expenses			
Purchase of content	18	287,676,204	854,875,000
(Increase)/ decrease in inventories	19	140,328,610	(78,500,759)
Employee benefits expense	20	52,612,700	118,828,830
Other expenses	21	98,908,762	88,593,016
Depreciation	8	2,064,087	2,002,738
Finance costs	22	1,555,035	408,698
Total		583,145,398	986,207,523
Profit/(loss) before tax		(292,628,124)	28,051,284
Tax expenses			
Current tax		-	9,800,000
Deferred tax		36,302,537	(576,653)
Tax for earlier years		-	-
Total tax expense		36,302,537	9,223,347
Profit/(loss) for the year		(328,930,661)	18,827,937
Prior period items		282,182	983,198
Net profit/(loss) for the year		(329,212,843)	17,844,739
Earnings per equity share [nominal value of share Rs. 10 (31 March 2014: Rs. 10)]			
Basic and Diluted	23	(15.29)	0.83
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For D.S. SHUKLA & CO.
Firm Registration No. 000773C
Chartered Accountants

A.K. Dwivedi
Partner
Membership No.78297
Delhi/ NCR: May 27, 2015

For and on behalf of the Board of Directors of Sahara One Media
and Entertainment Limited

O. P. Srivastava
Director

Rana Zia
Director

Nitin Raghuvanshi
Principal Officer

Sanjay Garg
Chief Financial Officer

S. C. Tiwari
Company Secretary

Cash flow statement for the year ended March 31, 2015

	31 March 2015 Rs.	31 March 2014 Rs.
Cash flow from operating activities		
Net profit before tax	(292,910,306)	27,068,086
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	2,064,087	2,002,738
Unrealized foreign exchange loss	70,215	-
Provision for doubtful debts	18,972,486	511,101
Provision for doubtful advances	5,000,000	1,248,513
Bad debts / advances written off	168,803	-
Credit balances written back	-	(1,793,981)
Interest expenses	1,555,035	408,698
Interest income	(8,086,499)	(61,903,910)
Dividend income	(2,673,751)	(1,526,316)
Operating profit before working capital changes	(275,839,930)	(33,985,071)
Movements in working capital :		
Increase/ (decrease) in trade payables	58,711,037	64,174,269
Increase / (decrease) in short-term provisions	953,220	2,261,060
Increase/ (decrease) in other current liabilities	(11,308,351)	14,148,458
Decrease / (increase) in long-term loans and advances	8,854,903	12,445,146
Decrease / (increase) in trade receivables	23,412,019	(386,252,167)
Decrease / (increase) in inventories	140,328,610	(78,500,759)
Decrease / (increase) in short-term loans and advances	(618,588,692)	63,692,669
Cash generated from / (used in) operations	(673,477,184)	(342,016,395)
Direct taxes paid (net of refunds)	(28,609,404)	(9,217,251)
Net cash flow from/ (used in) operating activities (A)	(702,086,588)	(351,233,646)
Cash flows from investing activities		
Purchase of fixed assets	-	(29,650)
Purchase of current investments	(1,565,471)	(1,526,316)
Investments in bank deposits (Freezed by SEBI)	-	(656,000,000)
Balance in Current account (Freezed by SEBI)	-	(15,658,387)
Investments in bank deposits matured (Freezed by SEBI)	656,000,000	-
Balance in Current account transferred(Freezed by SEBI)	15,658,387	-
Investments in bank deposits (having original maturity of more than 3 months)	(62,878)	(62,878)
Maturity of bank deposits (having original maturity of more than 3 months)	62,878	1,057,664
Interest received	24,460,164	51,701,927
Dividend received	2,673,751	1,526,316
Net cash flow from/ (used in) investing activities (B)	697,226,831	(618,991,324)
Cash flows from financing activities		
Interest paid	(1,555,035)	(408,698)
Repayment of long-term borrowings	-	-
Net cash flow from/ (used in) in financing activities (C)	(1,555,035)	(408,698)
Net increase in cash and cash equivalents (A + B + C)	(6,414,792)	(970,633,668)
Cash and cash equivalents at the beginning of the year	20,419,453	991,053,121
Cash and cash equivalents at the end of the year	14,004,661	20,419,453
Components of cash and cash equivalents		
Cash on hand	70,965	134,039
With banks -		
on current account	12,933,696	20,285,414
on deposit account	1,000,000	-
Total cash and cash equivalents	14,004,661	20,419,453
Summary of significant accounting policies	2.1	

As per our report of even date

For D.S. SHUKLA & CO.

Firm Registration No. 000773C
Chartered Accountants

A.K. Dwivedi
Partner

Membership No.78297

Delhi/ NCR: May 27, 2015

For and on behalf of the Board of Directors of Sahara One Media and Entertainment Limited

O. P. Srivastava
Director

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Principal Officer

Sanjay Garg
Chief Financial Officer

Rana Zia
Director

S. C. Tiwari
Company Secretary

Notes to financial statements for the year ended 31 March 2015

1. Corporate information

Sahara One Media And Entertainment Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a television content provider and also produces and distributes films.

2. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statement has been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Summary of significant accounting policies

(a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

(b) Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

(c) Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. The company has used the following rates to provide depreciation on its fixed assets.

Fixed assets	Estimated Life
Buildings	60 years
Office equipment	15 Years
Computers	3 Years
Shooting Equipment	13 Years
Furniture and Fittings	10 Years
Vehicles	8 Years

(d) Leases:

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Notes to financial statements for the year ended 31 March 2015

(e) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(f) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(h) Inventories

Inventories comprise television programmes and films held for sale. Inventories are valued at lower of cost or net realisable value.

Cost of Satellite rights of motion picture films, television programmes and events are amortised over a period of four years based on their pattern of utilisation.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

(i) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

i. Sale of Rights

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer i.e. when the television programme and film are delivered to the customers. The company collects service tax and value added tax (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Revenue from sale of satellite/television broadcasting rights, music and home video rights in respect of films and programmes are recognized in accordance with the contract/arrangement upon delivery of content to the customers.

Theatrical revenue for films is recognized on sale of tickets in accordance with the terms of the contract.

ii. Interest

Notes to financial statements for the year ended 31 March 2015

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

iii. Dividend

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

(j) Foreign currency transactions

i. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of the company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

(k) Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The Company has no obligation, other than the contribution payable to the Trust set up by Sahara Group.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation projected unit credit (PUC) method made at the end of each financial year. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit and is provided on the basis of estimates. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

(l) Income taxes

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Notes to financial statements for the year ended 31 March 2015

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(m) Segmental Reporting Policies

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

(n) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

(o) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date.

Notes to financial statements for the year ended 31 March 2015

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

(p) **Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

(q) **Cash and Cash equivalents**

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3. Share capital

	31 March 2015 Rs.	31 March 2014 Rs.
Authorized shares		
35,000,000 (31 March 2014: 35,000,000) equity shares of Rs. 10 each	350,000,000	350,000,000
Issued, subscribed and fully paid-up shares		
21,525,000 (31 March 2014: 21,525,000) equity shares of Rs. 10 each	215,250,000	215,250,000
Total issued, subscribed and fully paid-up share capital	215,250,000	215,250,000

(a) **Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity shares

	31 March 2015		31 March 2014	
	No.	Amount	No.	Amount
At the beginning of the period	21,525,000	215,250,000	21,525,000	215,250,000
Issued during the period	-	-	-	-
Outstanding at the end of the period	21,525,000	215,250,000	21,525,000	215,250,000

(b) **Terms/ rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

During the year ended 31 March 2015, the amount of per share dividend recognized as distributions to equity shareholders was Nil (31 March 2014: Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) **Details of shareholders holding more than 5% shares in the company**

Name of the shareholder	31 March 2015		31 March 2014	
	No.	% holding in the class	No.	% holding in the class
Equity shares of Rs.10 each fully paid				
Shri Subrata Roy Sahara	5,200,000	24.16	5,200,000	24.16
Sahara India Financial Corporation Limited	3,076,912	14.29	3,076,912	14.29
Sahara Prime City Limited	3,261,790	15.15	3,261,790	15.15
Bennett Coleman & Co. Limited	1,100,000	5.11	1,100,000	5.11

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes to financial statements for the year ended 31 March 2015

4. Reserves and surplus

	31 March 2015 Rs.	31 March 2014 Rs.
Securities premium account		
Balance as per the last financial statements	2,084,850,000	2,084,850,000
Closing Balance	2,084,850,000	2,084,850,000
Surplus/ (deficit) in the statement of profit and loss		
Balance as per the last financial statements	644,446,572	626,601,833
Profit/(loss) for the year	(329,212,843)	17,844,739
Net surplus in the statement of profit and loss	315,233,729	644,446,572
Total reserves and surplus	2,400,083,729	2,729,296,572

5. Trade payables

	31 March 2015 Rs.	31 March 2014 Rs.
Trade payables (including acceptances) (refer note 32 for details of dues to micro and small enterprises)	469,070,165	410,190,325
	469,070,165	410,190,325

6. Other current liabilities

	31 March 2015 Rs.	31 March 2014 Rs.
Other liabilities		
Advance from customers	3,066,088	2,963,450
Others		
TDS payable	2,678,019	15,141,233
Expenses payable	15,232,952	14,180,727
	20,977,059	32,285,410

7. Provisions

	Long - term		Short - term	
	31 March 2015 Rs.	31 March 2014 Rs.	31 March 2015 Rs.	31 March 2014 Rs.
Provision for employee benefits				
Provision for gratuity	-	-	1,711,654	926,181
Provision for leave benefits	-	-	2,197,586	2,029,839
	-	-	3,909,240	2,956,020
Other provisions				
Provision for taxation {net of advance tax of Rs. 49,619,788			11,180,212	11,180,212
(31 March 2014: Rs. 49,619,788)}	-	-	11,180,212	11,180,212
	-	-	15,089,452	14,136,232

Notes to financial statements for the year ended 31 March 2015

8. Tangible assets

	Buildings	Office equipment	Shooting equipment	Computers	Furniture and fixtures	Vehicles	Total
Cost or valuation							
At 1 April 2013	2,087,780	726,810	630,500	10,082,920	1,802,773	12,498,558	27,829,341
Additions	-	44,900	-	-	-	-	44,900
Disposals	-	-	-	-	15,250	-	15,250
At 31 March 2014	2,087,780	771,710	630,500	10,082,920	1,787,523	12,498,558	27,858,991
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	5,190,420	145,500	2,080,533	7,416,453
At 31 March 2015	2,087,780	771,710	630,500	4,892,500	1,642,023	10,418,025	20,442,538
Depreciation							
At 1 April 2013	333,801	231,897	457,240	9,088,451	949,941	7,472,287	18,533,617
Charge for the year	34,031	38,059	44,576	795,229	103,941	989,713	2,005,549
Disposals	-	-	-	-	2,811	-	2,811
At 31 March 2014	367,832	269,956	501,816	9,883,680	1,051,071	8,462,000	20,536,355
Charge for the year	41,190	62,238	55,672	(45,385)	510,139	1,440,233	2,064,087
Disposals	-	-	-	5,190,420	145,500	2,080,533	7,416,453
At 31 March 2015	409,022	332,194	557,488	4,647,875	1,415,710	7,821,700	15,183,989
Net Block							
At 31 March 2014	1,719,948	501,754	128,684	199,240	736,452	4,036,558	7,322,636
At 31 March 2015	1,678,758	439,516	73,012	244,625	226,313	2,596,325	5,258,549

9. Non-current investments

Trade investments (valued at cost unless stated otherwise)

Unquoted equity instruments

1,108,280 (31 March 2014: 1,108,280) shares of Rs. 10 each fully paid - up in Sahara India Life Insurance Company Limited

3,750 (31 March 2014: 3,750) shares of Rs. 10 each fully paid-up in Sahara Care Limited

Aggregate amount of quoted investments (Market value: Nil (31 March 2014: Nil))

Aggregate amount of unquoted investments

As per order of Hon'ble Supreme Court of India dated 21-11-2013, SEBI has attached/freeze the above Non-current investments of Rs 11,120,300. (refer note 30 for details)

31 March 2015

Rs.

11,082,800

37,500

11,120,300

-

11,120,300

31 March 2014

Rs.

11,082,800

37,500

11,120,300

-

11,120,300

10. Deferred tax asset

Deferred tax asset

Fixed assets: Impact of difference between tax depreciation and depreciation/ amortization charged for the financial reporting

Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis

Provision for doubtful debts and advances

Deferred tax asset

31 March 2015

Rs.

-

-

-

-

31 March 2014

Rs.

4,092,340

913,410

31,296,787

36,302,537

Notes to financial statements for the year ended 31 March 2015

11. Loans and advances

	Non-current		Current	
	31 March 2015	31 March 2014	31 March 2015	31 March 2014
	Rs.	Rs.	Rs.	Rs.
Security deposit				
Unsecured, considered good	1,525,500	1,175,500	600,000	1,000,000
Advances to related parties (note 27)				
Secured considered good	-	-	-	449,077,108
Unsecured, considered good	-	-	285,815,699	35,667,510
Amount transferred to sahara-sebi account*	-	-	694,027,883	-
Advance for purchase of equity shares^	-	-	185,000,000	-
	-	-	1,164,843,582	484,744,618
Advances recoverable in cash or kind				
Unsecured considered good	-	-	298,969,159	365,394,183
Doubtful	-	-	71,719,758	66,719,758
	-	-	370,688,917	432,113,941
Provision for doubtful advances	-	-	(71,719,758)	(66,719,758)
	-	-	298,969,159	365,394,183
Other loans and advances				
Advance income-tax {net of provision for taxation of Rs. 150,398,972 (31 March 2014: Rs. 150,398,972)}	130,610,369	102,000,965	-	-
Prepaid expenses	-	-	76,743	525,007
Loans to employees	-	-	-	173,699
Advance to employees	-	-	1,909,500	972,785
Balances with statutory / government authorities	393,990,383	403,195,286	-	-
	524,600,752	505,196,251	1,986,243	1,671,491
	526,126,252	506,371,751	1,466,398,984	852,810,292

*Hon'ble Supreme Court vide it's order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. Accordingly, the company has transferred an amount of Rs 694,027,883 to Sahara-SEBI Refund account. (refer note 30 for details)

^Advance of Rs 185,000,000 was given to Sahara India Commercial Corporation Limited for purchase of equity shares of Sahara Sanchar Limited.

Loans and advances due by related parties

Sahara India Mass Communication	-	-	67,510	67,510
Sahara India	-	-	1,036,969	-
Aamby Valley Ltd.	-	-	8,032	-
Sahara Hospitality Ltd.	-	-	3,400	-
Sahara Global Mastercraft Ltd.	-	-	2,400	-
Sahara India Tourism Development Corporation Ltd.	-	-	20,280	-
Loans and advances due by directors or other officers, etc.				
Shri Boney Kapoor	-	-	24,400,000	24,400,000
Loans and advances due by related parties, in which directors are interested				
S K Film Enterprises	-	-	256,777,108	456,777,108
BSK Network and Entertainment Pvt. Ltd	-	-	3,500,000	3,500,000

Notes to financial statements for the year ended 31 March 2015

12. Current investments

	31 March 2015 Rs.	31 March 2014 Rs.
Current investments (valued at lower of cost and fair value, unless stated otherwise)		
Quoted mutual funds		
27,915.63 (31 March 2014: 26,408.37) mutual fund units of Rs. 1,000 each fully paid-up of Sahara liquid fund	28,798,571	27,233,100
	28,798,571	27,233,100
Aggregate amount of quoted investments (Market value: Rs 28,994,413(31 March 2014: Rs 27,411,341))	28,798,571	27,233,100
Aggregate amount of unquoted investments	-	-

13. Inventories (valued at lower of cost and net realisable value)

	31 March 2015 Rs.	31 March 2014 Rs.
Inventories		
- Films rights	268,066,897	345,095,656
- Television programmes	94,225,843	157,525,694
	362,292,740	502,621,350

14. Trade receivables and other assets

14.1 Trade receivables (unsecured)

	31 March 2015 Rs.	31 March 2014 Rs.
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	674,375,485	298,703,862
Doubtful	53,536,830	34,564,344
	727,912,315	333,268,206
Provision for doubtful receivables	(53,536,830)	(34,564,344)
	674,375,485	298,703,862
Other receivables		
Unsecured, considered good	32,031,985	450,158,328
	32,031,985	450,158,328
	706,407,470	748,862,190

14.2 Other assets

	31 March 2015 Rs.	31 March 2014 Rs.
Interest accrued on fixed deposits	-	16,373,665
	-	16,373,665

Notes to financial statements for the year ended 31 March 2015

15. Cash and bank balances

	31 March 2015 Rs.	31 March 2014 Rs.
Cash and cash equivalents		
Balance with banks		
- On current accounts	12,933,696	20,285,414
- Deposits with original maturity of less than three months	1,000,000	-
Cash on hand	70,965	134,039
	<u>14,004,661</u>	<u>20,419,453</u>
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	62,878	62,878
Amount freed by SEBI		
- On current accounts	-	15,658,387
- Deposits with original maturity of less than three months	-	656,000,000
	<u>62,878</u>	<u>671,721,265</u>
	<u>14,067,539</u>	<u>692,140,718</u>

As per order of Hon'ble Supreme Court of India dated 21-11-2013, SEBI has attached/freezeed the above Fixed Deposit Receipts of Rs.656,000,000 and Current Account Bank Balance of Rs. 15,658,387. Subsequent to this, Hon'ble Supreme Court vide it's order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. Accordingly, the company has transferred an amount of Rs 694,027,883 to Sahara-SEBI Refund account. (refer note 30 for details)

16. Revenue from operations (gross)

	31 March 2015 Rs.	31 March 2014 Rs.
Television revenue	261,395,589	913,738,054
Motion picture revenue	1,948,213	133,660
	<u>263,343,802</u>	<u>913,871,714</u>

17. Other income

	31 March 2015 Rs.	31 March 2014 Rs.
Interest income on		
-Bank deposits	8,086,499	61,878,077
-Other	-	25,833
Dividend income on Current investments	2,673,751	1,526,316
Credit balances written back	-	1,793,981
Exchange difference (net)	-	614,334
Recovery of employee costs	16,413,222	33,654,635
Miscellaneous income	-	893,917
	<u>27,173,472</u>	<u>100,387,093</u>

Notes to financial statements for the year ended 31 March 2015

18. Purchase of content

	31 March 2015 Rs.	31 March 2014 Rs.
Television content		
Programme purchase	151,625,000	734,875,000
Films purchase	-	120,000,000
Motion picture content		
Film production	136,051,204	-
	<u>287,676,204</u>	<u>854,875,000</u>

19. (Increase)/ decrease in inventories

	31 March 2015 Rs.	31 March 2014 Rs.	(Increase)/ decrease Rs.
Inventories at the end of the year			
Films	268,066,897	345,095,656	77,028,759
Television programmes	94,225,843	157,525,694	63,299,851
	<u>362,292,740</u>	<u>502,621,350</u>	<u>140,328,610</u>
Inventories at the beginning of the year			
Films	345,095,656	260,781,492	(84,314,164)
Television programmes	157,525,694	163,339,099	5,813,405
	<u>502,621,350</u>	<u>424,120,591</u>	<u>(78,500,759)</u>

20. Employee benefits expense

	31 March 2015 Rs.	31 March 2014 Rs.
Salaries, wages and bonus	50,501,568	114,656,113
Contribution to provident and other funds	1,246,115	2,567,916
Staff welfare expenses	79,544	678,620
Gratuity expense (refer note 24)	785,473	926,181
	<u>52,612,700</u>	<u>118,828,830</u>

21. Other expenses

	31 March 2015 Rs.	31 March 2014 Rs.
Power and fuel	1,854,738	5,602,424
Rent	10,542,486	35,580,954
Rates and taxes	1,239,185	214,371
Insurance	860,896	747,589
Repairs and maintenance - others	204,375	835,996
Advertising and sales promotion	45,889,429	435,856
Travelling and conveyance	3,114,091	12,919,220
Communication costs	1,701,198	4,142,033
Legal and professional fees	5,346,871	20,875,876
Directors' sitting fees	660,000	700,000
Payment to auditor (Refer details below)	2,093,294	2,288,638
Exchange difference (net)	70,215	-
Provision for doubtful advances	5,000,000	1,248,513
Provision for doubtful debts	18,972,486	511,101
Bad debts / advances written off	168,803	-
Bank charges	26,907	57,168
Miscellaneous expenses	1,163,788	2,433,277
	<u>98,908,762</u>	<u>88,593,016</u>

Notes to financial statements for the year ended 31 March 2015

Payment to auditor

	31 March 2015	31 March 2014
	Rs.	Rs.
As auditor:		
Audit fee	1,400,000	1,400,000
Limited Review	600,000	600,000
Auditors expenses	93,294	288,638
	<u>2,093,294</u>	<u>2,288,638</u>

22. Finance costs

	31 March 2015	31 March 2014
	Rs.	Rs.
Interest		
- others	1,555,035	408,698
	<u>1,555,035</u>	<u>408,698</u>

23. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	31 March 2015	31 March 2014
	Rs.	Rs.
Net profit/ (loss) for calculation of basic & diluted EPS	(329,212,843)	17,844,739
Weighted average number of equity shares in calculating basic & diluted EPS [nominal value of share Rs. 10 (31 March 2014: Rs. 10)]	21,525,000	21,525,000
Earnings per share (basic & diluted)	-15.29	0.83

24. Gratuity and other post-employment benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

Statement of profit and loss

Net employee benefit expense recognized in the employee cost

	Gratuity	
	31 March 2015	31 March 2014
	Rs.	Rs.
Current service cost	102,494	540,458
Interest cost on benefit obligation	328,252	447,942
Expected return on plan assets	(209,550)	(379,067)
Net actuarial(gain) / loss recognised in the year	564,277	316,849
Expenses recognised in statement of profit and loss	785,473	926,181
Actual return on plan assets	395,890	346,073

Notes to financial statements for the year ended 31 March 2015

Balance sheet

Benefit asset/ liability

	Gratuity	
	31 March 2015	31 March 2014
	Rs.	Rs.
Defined benefit obligation	1,763,592	5,530,905
Fair value of plan assets	51,938	4,604,724
Net asset/(liability) recognised in balance sheet	(1,711,654)	(926,181)

Changes in the present value of the defined benefit obligation are as follows:

	Gratuity	
	31 March 2015	31 March 2014
	Rs.	Rs.
Opening defined benefit obligation	5,530,905	4,423,355
Interest cost	328,252	447,942
Current service cost	102,494	540,458
Benefits paid*	(4,948,676)	(164,704)
Actuarial Losses/(Gains) on defined benefit obligation	750,617	283,854
Closing defined benefit obligation	1,763,592	5,530,905

Changes in the fair value of plan assets are as follows:

	Gratuity	
	31 March 2015	31 March 2014
	Rs.	Rs.
Opening fair value of plan assets	4,604,724	3,818,998
Expected return on plan assets	209,550	379,067
Contributions by employer	-	604,357
Benefits paid*	(4,948,676)	(164,704)
Actuarial Gain on plan assets	186,340	(32,994)
Closing fair value of plan assets	51,938	4,604,724

*Benefits paid Rs. 4,948,676 includes Rs. 3,616,064 paid to group companies on a/c of employees transferred.

The company expects to contribute Rs349,024 to gratuity in the next year.

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

	Gratuity	
	31 March 2015	31 March 2014
Discount rate per annum compound (per annum)	8.00%	8.25%
Salary growth rate (per annum)	5.00%	5.00%
Expected rate of return on assets (per annum)	9.00%	9.00%

The expected rate of return on assets is taken on the basis of LIC rate and RBI Deep Discounting Rate.

Notes to financial statements for the year ended 31 March 2015

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous four periods are as follows:

	31 Mar 2015	31 Mar 2014	31 Mar 2013	31 Mar 2012	31 Mar 2011
	Rs.	Rs.	Rs.	Rs.	Rs.
Defined benefit obligation	1,763,592	5,530,905	4,423,355	3,570,229	3,359,270
Plan assets	51,938	4,604,724	3,818,998	3,504,861	3,062,044
Surplus / (deficit)	(1,711,654)	(926,181)	(604,357)	(65,368)	(297,226)
Experience adjustments on plan liabilities	47,728	(283,854)	149,337	(273,072)	33,000
Experience adjustments on plan assets	186,340	(32,994)	(15,437)	26,676	13,000

25. Leases

Operating lease: company as lessee

The Company has entered into operating cancellable lease agreements for its office premises/ Godown/ aircraft hire for a period of 3-5 years. There are no clauses relating to renewal / escalation. There are no subleases. The lease rental charged during the year is as follows:

	31 March 2015	31 March 2014
	Rs.	Rs.
Lease payments recognized in statement of profit and loss account for the year	10,542,486	35,580,954
	10,542,486	35,580,954

26. Segmental Information:

Business Segments:

The Company operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that serves different markets. The Company principal business is sale of television programmes and motion pictures production and distribution.

	Continuing Operations				Consolidated	
	Television		Motion Pictures		Total	
	2015	2014	2015	2014	2015	2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Revenue						
External sales (net of service tax)	261,395,589	913,738,054	1,948,213	133,660	263,343,802	913,871,714
Other income	16,413,222	34,548,552	-	-	16,413,222	34,548,552
Inter-segment sales	-	-	-	-	-	-
Total revenue	277,808,811	948,286,606	1,948,213	133,660	279,757,024	948,420,266
Results						
Segment result	(97,125,132)	80,119,531	(154,495,739)	(7,344,641)	(251,620,871)	72,774,890
Unallocated expenses					(50,212,468)	(110,153,449)
Operating profit					(301,833,338)	(37,378,560)
Finance costs					(1,555,035)	(408,698)
Other income including finance income					10,760,249	65,838,541
Exceptional Items					-	-
Profit before tax					(292,628,124)	28,051,284
Income taxes					(36,302,537)	(9,223,347)

Notes to financial statements for the year ended 31 March 2015

Net profit					(328,930,661)	18,827,937
Segment assets	955,758,826	1,147,447,794	800,264,544	876,336,474	1,756,023,369	2,023,784,268
Unallocated assets					1,281,022,193	1,296,545,749
Total assets					3,037,045,562	3,320,330,017
Segment liabilities	(384,691,135)	(324,078,183)	(2,298,854)	(213,213)	(386,989,989)	(324,291,396)
Unallocated liabilities					(34,721,845)	(51,686,561)
Total liabilities					(421,711,833)	(375,977,957)
Other segment information						
Capital expenditures :						
Tangible assets					(7,416,453)	29,650
Depreciation	55,672	44,576	-	-	(5,352,366)	2,008,360
Other non-cash expenses	-	-	-	-	24,141,289	1,759,614

Geographical Segments – The Company operates in one geographical segment, i.e. India.

27. Related party disclosures

Related parties with whom transactions have taken place during the year

Related parties where control exists irrespective of whether transactions have occurred or not :- Major shareholders having control over the company	Shri Subrata Roy Sahara
Enterprises owned or significantly influenced by major shareholders, key management personnel or their relatives	Aamby Valley Ltd. Sahara Global Mastercraft Ltd. Sahara Hospitality Ltd. Sahara India Commercial Corporation Ltd. Sahara India Mass Communication, partnership firm Sahara India Tourism Development Corporation Ltd. Sahara India, partnership firm Sahara Infrastructure & Housing Ltd. Sahara Net Corp Ltd. Sahara Prime City Limited Sahara Sanchar Ltd. Sahara Universal Mining Corporation Limited BSK Network & Entertainment Pvt. Ltd. S K Film Enterprises
Key Management Personnel	Shri Boney Kapoor, Director Shri Suresh Mishra, Manager (Assistant Director) (Till 01.11.2014.) Shri Nitin Raghuvanshi (Principal Officer) (From 01.11.2014) Shri Sanjay Garg, Chief Finance Officer

Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

Notes to financial statements for the year ended 31 March 2015

A. Sale/ purchase of goods and services

	Year ended	Revenue from operations Rs.	Recovery of employee costs Rs.	Reimbursement received (netted off from other expenses) Rs.	Other expenses Rs.	Amount payable/ (receivable) to/ from related parties Rs.
Sahara India Commercial Corporation Ltd.	31 March 2015 31 March 2014	- 882,630,002	16,413,222 33,654,635	4,725,000 18,900,000	10,060,415 38,548,885	(498,554,923) (727,492,292)
Sahara Hospitality Ltd.	31 March 2015 31 March 2014	- -	- -	- -	248,646 126,942	- -
Sahara Infrastructure & Housing Ltd.	31 March 2015 31 March 2014	- -	- -	- -	8,545,841 772,562	(1,825,445) (135,743)
Sahara Sanchar Ltd.	31 March 2015 31 March 2014	- -	- -	- -	- 44,112	44,112 44,112
Sahara Net Corp Ltd.	31 March 2015 31 March 2014	- -	- -	- -	4952 -	- -

B. Advances given and repayment thereof

	Year ended	Advances given/ transferred Rs.	Advances repaid/ adjusted Rs.	Amount receivable/ Payable) from/to related parties Rs.
Aamby Valley Ltd.	31 March 2015 31 March 2014	8,032 -	- 9,447,281	8,032 -
Sahara Hospitality Ltd.	31 March 2015 31 March 2014	3,400 -	- -	3,400 -
Sahara Global Mastercraft Ltd.	31 March 2015 31 March 2014	2,400 -	- -	2,400 -
Sahara India Tourism Development Corporation Ltd.	31 March 2015 31 March 2014	20,280 -	- -	20,280 -
Sahara Universal Mining Corporation Limited	31 March 2015 31 March 2014	- -	- 200,000	- -
Sahara India Mass Communication	31 March 2015 31 March 2014	- -	- -	67,510 67,510
Sahara India	31 March 2015 31 March 2014	1,100,900 -	63,931 -	1,036,969 (7,042,460)
BSK Network and Entertainment Pvt. Ltd.	31 March 2015 31 March 2014	- -	- -	3,500,000 3,500,000
Shri Boney Kapoor	31 March 2015 31 March 2014	- -	- -	24,400,000* 24,400,000*
S K Film Enterprises^	31 March 2015 31 March 2014	- -	200,000,000 -	256,777,108* 456,777,108*

* Includes amount paid before Shri Boney Kapoor became a director of the Company.

^During the year company has received an amount of Rs 200,000,000 from M/s S K Film Enterprises towards partly refund of advance given for production of movies and it has also released part of security given by M/s S K Film Enterprises against the said advance.

Notes to financial statements for the year ended 31 March 2015

C. Advances taken and repayment thereof

	Year ended	Advances taken Rs.	Advances repaid Rs.	Amount owed to related parties Rs.
Sahara Prime City Limited	31 March 2015 31 March 2014	281,523 -	- -	281,523 -

D. Advances given for purchase of shares

	Year ended	Advances paid Rs.	Amount receivable from related parties Rs.
Sahara India Commercial Corporation Ltd.	31 March 2015 31 March 2014	185,000,000 -	185,000,000 -

E. Remuneration to key managerial personnel

	31 March 2015	31 March 2014
	Rs.	Rs.
Shri Suresh Mishra (till 1.11.2014)	2,844,399	7,561,559
Shri Nitin Raghuvanshi (from 01.11.2014)	1,937,458	-
Shri Sanjay Garg	3,810,399	5,418,041

The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

28. Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, are Rs. Nil (31 March 2014: Rs. Nil)

29. Contingent liabilities

	31 March 2015	31 March 2014
	Rs.	Rs.
a) Income Tax in respect of Assessment Years 2000-01 to 2012-13 in respect of which the Company has gone on appeal. Based on judicial pronouncements, the Company's claim is likely to be accepted by the appellate authorities.	488,927,640	485,354,530
b) Custom case pending at appellate authorities in respect of financial year 2008-09.	445,000	445,000

The Company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

30. In the matter of dispute in respect of repayment of Optionally Fully Convertible Debentures (OFCDs) by two group companies, namely M/s Sahara India Real Corporation Limited & Sahara Housing Investment Corporation Limited, the Hon'ble Supreme Court of India vide its order dated 21-11-2013 had directed that Sahara Group of Companies shall not part with movable and immovable properties and accordingly Security and Exchange Board of India (SEBI) has seized the company's Fixed Deposit and Non Current Investment. Subsequent to this, Hon'ble Supreme Court vide its order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. Accordingly, the company has transferred an amount of Rs 694,027,883 to Sahara-SEBI Refund account. However, the company's management strongly believes that the money deposited is recoverable and will be received back alongwith interest, as the amount in Sahara - SEBI Refund Account is in the shape of Fixed Deposit. However, the Company has not accrued any interest on this amount.

Notes to financial statements for the year ended 31 March 2015

31. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	Amount
Advance from customers	USD 41,203 (31 March 2014: USD 41,203) Rs 2,578,929 (31 March 2014:Rs 2,476,292)

32. Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises(MSMED) Act, 2006

As per the information available with the Company, no amounts are due to Micro, Small and Medium Enterprises as per MSMED Act, 2006 as at 31 March 2015. (31 March 2014: Nil)

33. Expenditure in foreign currency (accrual basis)

	31 March 2015	31 March 2014
	Rs.	Rs.
Film production	83,277,954	-
Advertising and sales promotion	9,866,697	-
Travelling and conveyance	-	246,733
	93,144,651	246,733

34. Earnings in foreign currency (accrual basis)

	31 March 2015	31 March 2014
	Rs.	Rs.
Revenue from operations – sale of content	7,996,965	8,381,802
	7,996,965	8,381,802

35. Previous year's figures have been regrouped where necessary to conform to this year's classification.

For and on behalf of the Board of Directors of Sahara One Media and Entertainment Limited

For D.S. SHUKLA&CO.
Firm Registration No. 000773C
Chartered Accountants

Sd/-
O. P. Srivastava
Director

Sd/-
Rana Zia
Director

A.K. Dwivedi
Partner
Membership No. 078297
Delhi/ NCR: May 27, 2015

Sd/-
Nitin Raghuvanshi
Principal Officer

Sd/-
Sanjay Garg
Chief Financial Officer

Sd/-
S. C. Tiwari
Company Secretary

Form No. SH-13 Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To

Sahara One Media And Entertainment Limited

Sahara India Point, CTS 40-44, S.V. Road,

Goregaon (W), Mumbai-400 104.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) Particulars of the Securities (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S —

- Name:
- Date of Birth:
- Father's/Mother's/Spouse's name:
- Occupation:
- Nationality
- Address:
- E-mail id:
- Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- Date of birth:
- Date of attaining majority
- Name of guardian:
- Address of guardian:

Name of the Security Holder(s)

Signature

-
-
-

Name, Address and Signature of two Witnesses

Name and Address

Signature with date

-
-

(Applicable only in respect of physical shareholding)

Place:

Date: ____/____/____

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

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

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____ DP ID: _____

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint

1) Name: _____ E-mail Id: _____

Address: _____

_____. Signature: _____ or failing him

2) Name: _____ E-mail Id: _____

Address: _____

_____. Signature: _____ or failing him

3) Name: _____ E-mail Id: _____

Address: _____

_____. Signature: _____

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at theAnnual general meeting of the Company, to be held on the day of..... At..... a.m./p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS	FOR	AGAINST

Signed this ____ day of ____ 20 ____

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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

ATTENDANCE SLIP

I hereby record my presence at the Thirty Fourth Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Monday , the 28th day of September, 2015 at 3:00 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104.

Folio No. _____ DP ID No.* _____ Client ID No.* _____

(*Applicable for members holding Shares in electronic form)

Name: _____

(IN BLOCK CAPITAL)

Address: _____

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

CIN: L67120MH1981PLC024947

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

Tel: 022 4293 1800. **Fax:** 022 4293 1870

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

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]				
Name of the Company	:	Sahara One Media And Entertainment Limited CIN : L67120MH1981PLC024947		
Registered office	:	Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400 104		
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity		
I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:				
No.	Item No.	No. of shares held by me	I assent to the resolution (√)	I dissent from the resolution (√)
	Ordinary Business:			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2015 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appoint a director in place of Shri Boney Surinder Kapoor, who retires by rotation and being eligible, offers himself for re-appointment			
3.	To ratify appointment of Statutory Auditor's M/s D.S Shukla & Co., Chartered Accountants as the Auditors of the Company for a term of four years.			
	Special Business:			
4.	Appointment of Smt Rana Zia as Woman Director of the Company.			
	Place: Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai 400104 Date:	Signature of the shareholder(s) / Proxy Holder		