



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

CIN: L67120MH1981PLC024947

**Registered Office: 25-28, Floor-2, Plot No.-209, Atlanta Building Jammalal Bajaj Marg,
Nariman Point, Mumbai City, Maharashtra 400021**

E-mail: investors@sahara-one.com Website: www.saharaonemedia.com

**To,
The Manager,
The BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai,
Maharashtra - 400001.**

Date: 02nd February, 2024

Scrip Code: 503691

Sub: Intimation of Extra-ordinary General Meeting of the Company and Book Closure

Dear Sir/Madam,

- **Extra-ordinary General Meeting (“EGM”) of the Members of the Company**

This is to inform you that the Extra-ordinary General Meeting of the Company will be held on **Thursday, the 14th day of March, 2024 at 2:30 P.M.** through **video conferencing/ Other Audio Visual Means (VC/OAVM)** in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice of the EGM will be sent in electronic mode only to those Members of the Company whose email address is registered with the Company.

The said Notice of EGM will also be available on the website of the Company i.e., www.saharaonemedia.com and on the website of the stock exchange.

- **Book Closure Date**

Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rule, 2014 as amended and Regulation 42 of SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 07th March, 2024 to Wednesday, 13th March, 2024** (both days inclusive) for determining the Members of the Company for the purpose of Extra-ordinary General Meeting.

- **E-voting Cut-off date**

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its



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members with the facility to exercise their right to vote at the Extra-ordinary General

Meeting by electronics means and the business may be transacted through e-voting services provided by **National Securities Depository Limited** (NSDL) on all resolutions set forth in the Notice of the EGM. Members holding shares in physical form or dematerialized form, as on the cut-off date / entitlement date i.e. **07th March, 2024** may cast their votes electronically on the Business as set out in the Notice of the EGM through e-voting facility of the NSDL. Apart from providing e-voting facility, the Company is also providing facility for e-voting at the EGM for the Members who shall be present at the EGM but have not casted their votes by availing the e-voting facility. M/s Amarendra Rai & Associates, Practicing Company Secretaries, has been appointed as Scrutinizer to scrutinize the remote e-voting and ballot process in fair and transparent manner.

A copy of notice of Extra-ordinary General Meeting is enclosed herewith. Kindly take the same into your record.

Thanking you and assuring you of our co-operation at all times.

Yours truly,

For Sahara One Media and Entertainment Limited

A handwritten signature in red ink, appearing to be "Apoorva Gupta", is written over a faint red circular stamp.

(Apoorva Gupta)
(Company Secretary and Compliance Officer)

- CC: i) The Central Depository Services (India) Limited,**
Phiroze jejeebhoy Towers, Dalal Street, Mumbai – 400001.
- ii) The National Securities Depository Limited,**
4th Floor, 'A' wing trade, Kamala Mills Compound, Mumbai - 400013.
- iii) The Link Intime India Private Limited,**
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra - 400083.
Maharashtra.



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NOTICE

Notice is hereby given that the (01/2023-24) Extra Ordinary General Meeting of the Members of Sahara One Media and Entertainment Limited ("Company") will be held on **Thursday, 14th March, 2024 at 02:30 P.M.** through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following businesses:

SPECIAL BUSINESS:

Item No. 1:

RE-APPOINTMENT OF SMT. RANA ZIA (DIN: 07083262) AS WHOLE-TIME DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force read with Regulation 17 of SEBI (LODR), 2015 and on the recommendation of the Nomination and Remuneration Committee and the Board, the approval of the Members, be and is hereby accorded for the re-appointment of Smt. Rana Zia (DIN: 07083262) as Whole-time Director of the Company with effect from 13.11.2023 for a period of three years upon the terms and conditions including remuneration as are set out in the Explanatory Statement pursuant to Section 102(1) of the Act annexed to the Notice of the Extra-ordinary General Meeting".

RESOLVED FURTHER THAT pursuant to the provisions of Section 196(4) of the Companies Act, 2013 ('Act'), the Board of Directors of the Company, be and is hereby empowered to revise the remuneration payable to Smt. Rana Zia (Whole-Time Director) from time to time as per the discretion within the limit prescribed under Section 197 read with Schedule V of the Act.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings



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and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No. 2

APPOINTMENT OF SHRI RAJIV KUMAR LAL (DIN: 07093037) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to provisions of Sections 149 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] read with Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination and Remuneration Committee, Shri Rajiv Kumar Lal (DIN: 07093037), who was appointed as an Additional Director in the Board Meeting dated 02.02.2024 and who has also submitted a Declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, 2015, be and is hereby appointed as Independent Director of the Company for a term of 5 (Five) consecutive years with effect from February 02, 2024 to February 01, 2029 and not liable to retire by rotation.”

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Item No. 3

APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF SHRI AWDHESH KUMAR SRIVASTAVA (DIN: 02323304) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY ON COMPLETION OF 75 YEARS OF AGE

To consider, and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution;



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“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any amendments thereto or re-enactment thereof, for the time being in force), the approval of the Members of the Company, be and is hereby accorded for the continuation of directorship of Shri Awdhesh Kumar Srivastava (DIN: 02323304) as Non-Executive Director beyond the age of 75 years.”

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Date: 02.02.2024

Place: Lucknow

**Apoorva Gupta
Company Secretary & Compliance Officer**



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NOTES

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 21/2021, 02/2022, 11/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 & September 25, 2023 respectively ("MCA Circulars") and SEBI circulars, has permitted holding of the EGM through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (along with any rules thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time) ('the Act') and applicable MCA and SEBI Circulars, the EGM of the Company is being conducted through VC/OAVM (hereinafter called as 'e-EGM').

2. The facility of e-voting through the same portal provided by **National Securities Depository Limited** will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.

3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON THEIR BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS e-EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS eEGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF e-EGM ARE NOT ANNEXED TO THIS NOTICE.

4. Members attending the e-EGM through VC / OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

5 Brief Resume of the Director seeking re-appointment, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



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{SEBI (LODR) Regulations, 2015} read with Secretarial Standard on General Meeting (SS-2) as amended issued by the Institute of Company Secretaries of India (ICSI) is annexed hereto and forms part of Notice as **Annexure-I**.

6. Explanatory Statement pursuant to Section 102 of the Act stating out the details relating to Special Business, is attached with this Notice of e-EGM.

7. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 07th March, 2024 to Wednesday, 13th March, 2024** (both days will be inclusive).

Instructions for EGM through VC/OAVM:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporate are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting. Notice of the e-EGM is being sent only through electronic mode to the Members whose e-mail address is registered with the Company or the Depository Participant(s). Notice calling the e-EGM has also been uploaded on the website of the Company at www.saharaonemedia.com
2. The Members can join the e-EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the E-EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the E-EGM without restriction on account of first come first served basis.
3. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. Where shares are



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held in physical form, members are advised to register their e-mail address with **www.saharaonemedia.com**

4. The transfer of securities (except transmission or transposition of shares) of the Company shall not be processed, unless the securities are held in the dematerialised form. The Company has complied with the necessary requirements as applicable, including sending of letters to members holding shares in physical form and requesting them to dematerialise their physical holdings.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

6. To comply with the above mandate, members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

7. The Company has been maintaining, inter alia, the following statutory registers at its registered office at 25-28, Floor-2, Plot No.-209, Atlanta Building Jamnalal Bajaj Marg, Nariman Point Mumbai City MH 400021:

i) Register of contracts or arrangements in which directors are interested under Section 189 of the Act; ii) Register of directors and Key Managerial Personnel and their shareholding under Section 170 of the Act.



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In accordance with the applicable MCA circulars, the said registers will be made accessible for inspection through electronic mode, and shall remain open and be accessible to any member during the continuance of the meeting.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on cut off dates 11.03.2024 at 9:00 A.M. and ends on 13.03.2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, beingHow do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ”






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<p>securities in demat mode with NSDL</p>	<p>icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speed” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="834 1520 1409 1814" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to</p>



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<p>holding securities in demat mode with CDSL</p>	<p>reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](http://www.saharaonemedia.com).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free



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	no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-22958542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



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<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “**Join Meeting**”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.



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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to companyaffairs10@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Veena Suvarna at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) by email to apoorva.gupta@sahara.in.



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2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhaar Card) to (apoorva.gupta@sahara.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.



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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (apoorva.gupta@sahara.in). The same will be replied by the company suitably.

6. **Registration of Speaker related point needs to be added by company.**

- 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.



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- Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
- 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.
- 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.
- Members are requested to bring the admission slip along with their copies of Annual Report.
- 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.
- The introduction of Section 72 of the Companies Act, 2013 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. SH-13 duly filled in at the Registered Office of the Company or with the Registrar and Share Transfer Agent of the Company:- M/s Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.
- 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).
- Shareholders are requested to notify multiple folios standing in their names for consolidation.
- Members are requested to avoid being accompanied by non-members and/or children.



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- The Register of Members and the Share Transfer Book will remain closed from **07.03.2024 to 13.03.2024 (both days inclusive)**.
- 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.

7. 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 National Securities Depository Limited (NSDL) as the Authorized Agency to provide e-voting facilities.

iii) The Board of Directors has appointed M/s Amarendra Rai & Associates Practicing Company Secretaries, B-200, Sector-50, Basement NOIDA-201301, UP as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

iv) Members are requested to carefully read the instructions for e-voting before casting their vote.

v) The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting.

Commencement of e-voting	From 9:00A.M.(IST) on 11.03.2024
End of e-voting	Upto 5:00P.M. (IST) on 13.03.2024



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vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 07th March, 2024

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

- a) During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN/Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatory change their password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the www.evotingindia.com.
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios /demat accounts.
- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800-200-5533 or can email on helpdesk.evoting@cdslindia.com.



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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, **07th March, 2024**.

l) The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the EGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

m) The Scrutinizer's decision on the validity of the vote shall be final and binding.

n) The Results on resolutions shall be declared on or after the EGM of the Company and the resolutions will be deemed to be passed on the EGM 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.saharaonemedia.com/>** and on CDSL website **<https://www.evotingindia.com>** within 2 (two) days of passing of the resolutions at the EGM and communicated to the Stock Exchanges where the Company shares are listed.

p) SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

q) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Linkin time India Private Limited /Investor Services Department of the Company by sending a duly signed letter along with self attested copy of PAN Card



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and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.

r) All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days, and including the date of the Extra Ordinary General Meeting of the Company.

s) Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address: M/s Link Intime India Private Limited,

C-101, 247 Park, L.B.S.Marg,
Vikhroli (West), Mumbai-400083.
Email Id-accounts@linkintime.co.in

Important Communication to members

1. All members (both Physical and Demat) are requested to lodge their e-mail ID's along with Name and Folio / Client ID Number at the following address / e-mail to enable us to send all future communications including Annual Reports through electronic mode.

M/s Link Intime India Private Limited,

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai-400083.

2. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with photocopy of both sides of PAN Card, duly attested to the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited as above.



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INFORMATION PURSUANT TO REGULATION 36(3) AS APPLICABLE OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURES) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING WITH REGARDS TO THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING EXTRA ORDINARY GENERAL MEETING (IN PURSUANCE OF SCHEDULE V OF THE COMPANIES ACT, 2013)

Name of the Director	Smt. Rana Zia	Shri Rajiv Kumar Lal
DIN	07083262	07093037
Date of Birth / Age	02.10.1957 (67 years)	05.05.1953
Date of Appointment /Re-appointment	31.12.2020	02.02.2024
Qualification/Experience	Bachelor's Degree from Gorakhpur and 30 years of experience in the Company.	Bachelor's degree from Allahabad University. Joined IRS in 1978 and superannuated as Chief Commisioner of Income Tax after 35 years of service in the Income Tax Department.
Terms & Conditions of appointment	Whole-Time Director	Non-Executive Independent Director
No. of shares held	NIL	NIL
Relationship between Directors Inter-se	NIL	NIL
No. of Board meetings Attended during the year 2023-24	3	NIL
Name of listed entities in which the person also holds	1. SAHARA INFRASTRUCTURE	NIL



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the directorship	AND HOUSING LIMITED 2. MASTER CHEMICALS LIMITED	
Name of other entities in which the person also holds the directorship	1. SAHARA INDIA POWER CORPORATION LIMITED 2. SAHARA INDIA TOURISM DEVELOPMENT CORPORATION LIMITED 3. SAHARA PRIME CITY LIMITED 4. SAHARA Q GOLD MART LIMITED 5. SAHARA Q SHOP UNIQUE PRODUCTS RANGE LIMITED 6. GOLDEN LINE STUDIOS PRIVATE LIMITED 7. SAHARA INDIA COMMERCIAL CORPORATION LIMITED	1. WEST END INVESTMENT AND FINANCE CONSULTANCY PVT LTD 2. INVENT ASSETS SECURITISATION AND RECONSTRUCTION PRIVATE LIMITED 3. SPARK INSURANCE CONSULTANTS PRIVATE LIMITED



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ANNEXURE I

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH THE SECRETARIAL STANDARD ON GENERAL MEETINGS

Item No. 1:

APPROVAL FOR RE-APPOINTMENT OF SMT. RANA ZIA AS WHOLE-TIME DIRECTOR OF THE COMPANY:

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at its meeting held on 02.02.2024 has given approval for the re-appointment of Smt. Rana Zia (DIN 07083262) as Whole-Time Director of the Company for a period of period of 3 (three) years with effect from 13.11.2023 to 12.11.2026, subject to the approval of the Members of the Company as Whole Time Director of the Company, with the terms and conditions approved by the Board of Directors as follows:

Terms of Re-appointment: The terms of re-appointment of Smt. Rana Zia as Whole-Time Director shall be for a period of 3 years i.e. with effect from November 13, 2023 till 12th November, 2026 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder. Though she shall be liable to retire by rotation while she continues to hold office of Whole-Time Director. However, her re-appointment on retirement by rotation will not break her length of service as Whole-Time Director. The information in respect of terms of her remuneration and perquisites is given below:

Basic :	35975.00
H.R.A. :	17988.00
U.M.A :	3000.00
S.J.I. :	12787.00
Spl. Allowance :	19468.00
Total :	89218.0

She fulfills the conditions for appointment as a Whole Time director as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and possesses appropriate experience and knowledge.



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As per **Regulation 17(1C) of SEBI (LODR) (Amendment) Regulations, 2023**, the approval of the members is required on re-appointment of a person on the Board of Directors of the Company. Therefore, the resolutions are placed before the Members for their approval.

None of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution except Smt. Rana Zia.

The Board recommends the Ordinary Resolution set out at Item No. 01 of the Notice for approval of the Members.

Item No. 2:

APPOINTMENT OF SHRI RAJIV KUMAR LAL (DIN: 07093037) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Section 149 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, **Shri Rajiv Kumar Lal (DIN:07093037)** on the recommendation of the Nomination and Remuneration Committee was appointed by the Board of Directors ('the Board') as an Additional Director (Independent) of the Company with effect from 02.02.2024.

The Company has received declaration from **Shri Rajiv Kumar Lal (DIN: 07093037)** that he meets the criteria of independence, as prescribed, both under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors. It is proposed to appoint Shri Rajiv Kumar Lal (DIN:07093037) as the Independent Director under Section 149 of the Act read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to hold office **for five consecutive years with effect from 02.02.2024 to 01.02.2029.**



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In the opinion of the Board, he fulfills the conditions for appointment as the Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. and is independent of the management.

Brief resume of Shri Rajiv Kumar Lal (DIN:07093037), nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

As per **Regulation 25(2A) of SEBI (LODR) (Third Amendment) Regulations, 2021** the approval of the members is required by way of Special Resolution on appointment or re-appointment of an independent director of a listed company. Therefore, the resolutions are placed before the Members for their approval.

This Statement may also be regarded as a Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution except Shri Rajiv Kumar Lal.

The Board recommends the Special Resolution set out at Item No. 02 of the Notice for approval of the Members.

Item No. 3:

APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF SHRI. AWDHESH KUMAR SRIVASTAVA AS AN NON- EXECUTIVE DIRECTOR OF THE COMPANY BEYOND THE AGE OF 75 YEARS OF AGE

Shri. Awdhesh Kumar Srivastava was appointed as Non-Executive Director of the Company by the Members at the 38th Annual General Meeting of the Company held on 30th September, 2019.



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Shri. Awdhesh Kumar Srivastava will attain the age of 75 years with effect from 29.07.2024 and approval of the Members of the Company is required for the continuation of his directorship from the day he attains the age of 75 years in terms of Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018 effective from 1st April, 2019.

As per **Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations, 2018**, the consent of members by way of special resolution is required for appointment or continuation of directorship of Non-Executive Director beyond the age of 75 years.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. Awdhesh Kumar Srivastava as the Non-Executive Director of the Company.

None of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution except Shri Awdhesh Kumar Srivastava.

The Board recommends the Special Resolution set out at Item No. 03 of the Notice for approval of the Members.

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

Date: 02.02.2024

Place: Lucknow

**Apoorva Gupta
Company Secretary & Compliance Officer**