



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 1818. **Fax:** 022 4293 1870.

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

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Date: 04th January, 2018

Scrip Code: 503691
Class of Security: Equity

Kind Attn: Corporate Relations Department

SUB: MINUTES OF POSTAL BALLOT

Dear Sir / Madam,

Further to our letter dated 20th December, 2017 in the subject matter of 'Results of Voting - Postal Ballot', pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, we are enclosing herewith copy of minutes of Postal Ballot of the Company, results of which were declared on 20th December, 2017.

Please take the above intimation on records and oblige.

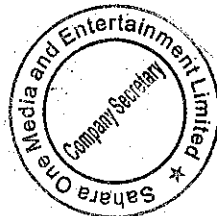
Thanking you,
Yours truly,

For Sahara One Media and Entertainment Limited

Sukhendra Kumar

Sukhendra Kumar
(Company secretary)

Encl: As above.





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MINUTES OF ANNOUNCEMENT OF RESULT OF RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT/E-VOTING BY THE SHAREHOLDER OF SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED ON WEDNESDAY, 20TH DECEMBER, 2017 AT SAHARA INDIA POINT, CTS 40 – 44, S.V. ROAD, GOREGAON (WEST), MUMBAI – 400 104.

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the following resolutions were recommended by the Board of Directors at their meeting held on 8th November, 2017 to Shareholders of the Company for seeking their approval through Postal Ballot:

| Sr. No. | Subject matter of the Proposed Resolution | Type of Resolution proposed to be passed |
|----------------|--|---|
| 1 | Authorization to the Board Of Directors to make loan(s) and give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013. | Special |
| 2 | To approve Material Related Party transaction in connection with investment made by the Company in Sahara Sanchaar Limited. | Ordinary |
| 3 | To approve Material Related Party transaction of providing undertaking to use Net Worth of the Company by Sahara India Power Corporation Limited in connection with setting up of 200 MW Solar-Cum-Wind Power Plant project in Titilagarh, Odisha. | Ordinary |

The Board of Directors has appointed M/s Amarendra Rai & Associates, Practicing Company Secretaries, B-200, Sector-50, Basement, Noida – 201 301, as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The Postal Ballot Forms along with self addressed Business Reply Envelopes were sent to members so as to enable them to cast their votes.



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The Company, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, had also provided the Members with the facility to exercise their rights to vote electronically, i.e. through remote e-voting facilities provided by Central Depository Securities Limited (CDSL). The e-voting period was from 9.00 a.m. on Sunday, 19th November, 2017 which ended at 5.00 p.m. on Monday, 18th December, 2017.

After due scrutiny of all Postal Ballot Forms received upto the closure of voting period as mentioned above, M/s Amarendra Rai & Associates, the scrutinizer submitted a Report addressed to the Board on 20th December, 2017.

The following was the result of voting conducted through Postal Ballot as per format prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015:



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Agenda No.1:

To authorise the Board Of Directors to make loan(s) and give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013:

| Resolution required: (Ordinary/Special) | | Special | | | | | | | |
|--|-------------------------------|---|-------------------------|--|----------------------------|--------------------------|--|--|----------------|
| Whether Promoter or Promoter Group is interested in the Agenda/Resolution? | | None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms and / or institutions of which they are directors, partners or members and who may hold share in the company. | | | | | | | |
| Category | Mode of voting | No. of shares (1) | No. of votes polled (2) | % of Votes polled on Outstanding Shares (3)=[(2)/(1)*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100] | % of Votes against on votes polled (7)=[(5)/(2)*100] | Votes invalid |
| Promoter and Promoter Group | E-voting | 16141702 | 16141702 | 100 | 16141702 | 0 | 100 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 16141702 | 16141702 | | 16141702 | 0 | 100 | 0 |
| Public - Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | | 0 | 0 | 0 | 0 |
| Public - NonInstitutions | E-voting | 5383298 | 76 | 0.0014 | 56 | 20 | 73.6842 | 26.3158 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 103 | 0.0019 | 103 | 0 | 100 | 0 | 0 |
| | Total | | 5383298 | 179 | 0.0033 | 159 | 20 | 88.8268 | 11.1732 |
| Total | | 21525000 | 16141881 | 74.9913 | 16141861 | 20 | 99.9999 | 0.0001 | 0 |



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Agenda No.2:

To approve Material Related Party transaction in connection with investment made by the Company in Sahara Sanchaar Limited:

| Resolution required: (Ordinary/Special) | | Ordinary | | | | | | | |
|--|-------------------------------|---|-------------------------|--|----------------------------|--------------------------|--|--|----------------|
| Whether Promoter or Promoter Group is interested in the Agenda/Resolution? | | None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms and / or institutions of which they are directors, partners or members and who may hold share in the company. | | | | | | | |
| Category | Mode of voting | No. of shares (1) | No. of votes polled (2) | % of Votes polled on Outstanding Shares (3)=[(2)/(1)*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100] | % of Votes against on votes polled (7)=[(5)/(2)*100] | Votes invalid |
| Promoter and Promoter Group | E-voting | 16141702 | 16141702 | 100 | 16141702 | 0 | 100 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 16141702 | 16141702 | | 16141702 | 0 | 100 | 0 |
| Public - Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | | 0 | 0 | 0 | 0 |
| Public - NonInstitutions | E-voting | 5383298 | 76 | 0.0014 | 56 | 20 | 73.6842 | 26.3158 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 103 | 0.0019 | 103 | 0 | 100 | 0 | 0 |
| | Total | | 5383298 | 179 | 0.0033 | 159 | 20 | 88.8268 | 11.1732 |
| Total | | 21525000 | 16141881 | 74.9913 | 16141861 | 20 | 99.9999 | 0.0001 | 0 |



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Agenda No.3:

To approve Material Related Party transaction of providing undertaking to use Net Worth of the Company by Sahara India Power Corporation Limited in connection with setting up of 200 MW Solar-Cum-Wind Power Plant project in Titilagarh, Odisha:

| Resolution required: (Ordinary/Special) | | Ordinary | | | | | | | |
|--|-------------------------------|---|-------------------------|--|----------------------------|--------------------------|--|--|----------------|
| Whether Promoter or Promoter Group is interested in the Agenda/Resolution? | | None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms and / or institutions of which they are directors, partners or members and who may hold share in the company. | | | | | | | |
| Category | Mode of voting | No. of shares (1) | No. of votes polled (2) | % of Votes polled on Outstanding Shares (3)=[(2)/(1)*100 | No. of Votes in favour (4) | No. of Votes against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)*100] | % of Votes against on votes polled (7)=[(5)/(2)*100] | Votes invalid |
| Promoter and Promoter Group | E-voting | 16141702 | 16141702 | 100 | 16141702 | 0 | 100 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 16141702 | 16141702 | | 16141702 | 0 | 100 | 0 |
| Public - Institutions | E-voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | | 0 | 0 | 0 | 0 |
| Public - NonInstitutions | E-voting | 5383298 | 76 | 0.0014 | 56 | 20 | 73.6842 | 26.3158 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot (if applicable) | | 103 | 0.0019 | 103 | 0 | 100 | 0 | 0 |
| | Total | | 5383298 | 179 | 0.0033 | 159 | 20 | 88.8268 | 11.1732 |
| Total | | 21525000 | 16141881 | 74.9913 | 16141861 | 20 | 99.9999 | 0.0001 | 0 |

The Board has authorised Shri Sukhmendra Kumar, Company Secretary, to declare the results of Postal Ballot and accordingly he declared the following resolutions duly passed as required by means of Postal Ballot, on 20th December, 2017. Text of the resolutions approved by the Shareholders through postal ballot and e-voting are enclosed as hereunder:



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1. Authorization of the Board Of Directors to make loan(s) and give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars framed there under including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person or body corporate, any guarantee, or provide security in connection with a loan made by any other person or by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Companies Act, 2013 up to an aggregate sum of Rs. 300 Crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED THAT the consent of the Shareholders be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s),



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security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

2. To approve Material Related Party transaction in connection with investment made by the Company in Sahara Sanchaar Limited:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Regulation 23(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the members be and is hereby accorded to the Material Related Party Transactions as entered by the Company with Sahara India Commercial Corporation Limited for investment of Rs. 83,00,00,000/- approximately by purchase of 1,80,43,478 (One Crore Eighty Lakh Forty Three Thousand Four Hundred Seventy Eight) Equity Shares of Sahara Sanchaar Limited of face value of Rs. 10/- each (Rupees Ten Only) each at a consideration of Rs. 46/- (Rupees Forty Six) as detailed in table forming part of the explanatory statement annexed to the notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

FURTHER RESOLVED THAT Shri P. C. Tripathy, Chief Financial Officer and Shri Sanjay Garg, Head Finance be and are hereby authorized on behalf of the Board to do all such acts, deeds, things including signing of any documents, paper in order to give effect to the aforesaid resolution.”



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3. To approve Material Related Party transaction of providing undertaking to use Net Worth of the Company by Sahara India Power Corporation Limited in connection with setting up of 200 MW Solar-Cum-Wind Power Plant project in Titilagarh, Odisha:

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Regulation 23(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the members be and is hereby accorded to the Material Related Party Transaction for providing undertaking to use its net worth by Sahara India Power Corporation Limited for setting up of 200 MW Solar-Cum-Wind Power Plant project in Titilagarh, Odisha.

FURTHER RESOLVED THAT Shri P.C. Tripathy, Chief Financial Officer and Shri Sanjay Garg, Head Finance be and are hereby authorized on behalf of the Board to do all such acts, deeds, things including signing of any documents, paper in order to give effect to the aforesaid resolution.”

All above resolutions were passed with requisite majority of votes.

DATE OF PASING OF RESOLUTION SHALL BE WEDNESDAY, 20.12.2017

DATE: 04.01.2018
PLACE: LUCKNOW

CHAIRPERSON