



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

CIN: L67120MH1981PLC024947

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

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

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Monday, the 30th day of September 2019 at 1:30 P.M. at Hotel Sahara Star Opposite Domestic Airport, Vile Parle (East) Mumbai MH 400099 IN to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended 31st March, 2019, Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri Brijendra Sahay, who retires by rotation and being eligible, offer himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Shri Brijendra Sahay (DIN: 00017600) as Independent Director of the Company who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

3. Re-appointment of Shri R.S. Rathore as an Non-Executive Independent Director.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri R.S. Rathore (DIN: 00265568), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall be 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.”

4. Re-appointment of Shri Brijendra Sahay as an Non-Executive Independent Director.

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

“RESOLVED pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Brijendra Sahay (DIN: 00017600), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall be 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.”

5. Re-appointment of Shri J.N. Roy as an Non-Executive Independent Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri J.N. Roy (DIN: 02132227), Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall be 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.”

6. Appointment of Shri. A.K. Srivastava (DIN 02323304) as Director of the Company:

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

“RESOLVED THAT Shri. A.K. Srivastava, Additional Director of the Company, having DIN No. 02323304 in respect of whom a notice has been received from a Member in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Shri. A.K. Srivastava, Director of the Company, be and is hereby appointed as an Non executive Non-Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all necessary activities, deeds and things as may be incidental and necessary in this regard.”

7. Approval for fees to be charged for Service of documents under Section 20 of the Companies Act, 2013:

To consider, and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 read with applicable rules made thereunder including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and subject to such other laws,

Rules, Regulations, etc., as may be applicable, whereby a document may be served on any Member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivery at his/her office or address as recorded in the Register of Members maintained by the Company/Registrar and Share transfer agent or by such electronic or other mode as may be prescribed, the consent of the Members be and are hereby accorded to charge from the said Member(s), a fee in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the Member for delivery of such document to him/her through a particular mode of service mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto.”

Place: Lucknow

By order of the Board of Directors

Date: 07.08.2019

For Sahara One Media and Entertainment Limited

Registered Office:

Shivani Singh Yadav

Sahara India Point,

(Company Secretary)

CTS 40-44, S.V. Road,

Goregaon (W), 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 along with their copies of Annual Report.
7. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. The introduction of Section 72 of the Companies Act, 2013 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. SH-13 duly filled in at the Registered Office of the Company or with the Registrar and Share Transfer Agent of the Company:- M/s Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.
9. Members are requested to notify the change in their addresses at the Company's Registered Office or at the office of the Registrar and Share Transfer Agent with their Ledger Folio No. (s).
10. Shareholders are requested to notify multiple folios standing in their names for consolidation.
11. Members are requested to avoid being accompanied by non-members and/or children.
12. The Register of Members and the Share Transfer Book will remain closed from 15th September 2019 to 30th September 2019 (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 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:

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| Commencement of e-voting | From 9:00A.M. (IST) on September 26, 2019 |
| End of e-voting | Upto 6:00P.M. (IST) on September 29, 2019 |

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is September 23, 2019.

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

- a) During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN/Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatory change their password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the www.evotingindia.com.
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800-200-5533 or can email on helpdesk.evoting@cdslindia.com.
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Monday, September 23, 2019.
- l) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- n) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- o) The result declared along with the Scrutinizer's report shall be placed on the website of the Company <http://www.saharaone.in/> and on CDSL website <https://www.evotingindia.com> within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.

- p) SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
- 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 Linkintime India Private Limited /Investor Services Department of the Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
- 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 Annual General Meeting of the Company.
- s) Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
- t) 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

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

Shri R.S. Rathore

Shri R.S. Rathore is Director of the Company since 29th July, 2006. He is I.R.S. of 1959 batch and M.A. in English. He has enriched experience of about 40 years in Banking, Taxation, Finance and other relevant areas. Shri R. S. Rathore was the Ex-Chairman, Central Board of Direct Taxes and Special Secretary, Ministry of Finance and Ex-Chairman of Bank of Rajasthan Ltd., during 1992 to 1997. He has also worked with Asian Development Bank, United Nation Development Program.

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| Name of the Director | Shri R.S. Rathore |
| DIN | 00265568 |
| Age(in Years) | 83 |
| Remuneration Sought to be Paid | Shri R.S. Rathore will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013. |
| Terms and Condition for Appointment(s) | As per the resolution at Item No. 3 of the Notice convening this meeting read with explanatory statement thereto. |
| Remuneration last drawn from the Company | NIL |
| Date of first appointment on the Board of Directors of the Company | 29.07.2006 |
| Shareholding in the Company (as on the date of AGM Notice) | Nil |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Nil |
| Number of Board meetings attended during the financial year 2018-19 | 4 |
| List of Directorships held in other Companies, as on March 31, 2019 | <ul style="list-style-type: none"> • Sahara India Life Insurance Company Limited • Sahara Sanchaar Limited |
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2019*** | <ul style="list-style-type: none"> • Sahara India Life Insurance Company Limited Chairman • Audit Committee • Sahara Sanchaar Limited-Chairman Audit Committee |

Shri Brijendra Sahay

Shri Brijendra Sahay is Director of Company since July 2006. He is I.A.S. of 1962 batch of U.P. He has experience of about 36 years in Administration, Finance, Industrial Development and Urban Development. He has obtained Master's Degree in Economics from the Delhi School of Economics, University of Delhi and Bachelor's Degree of Law. Shri Sahay worked as Chief Secretary to the Government of U.P. from August 9, 1994 to June 27, 1995 and again from October 23, 1996 till his retirement on 31st July, 1997. Earlier, he has worked as Chairman, U.P. State Textile Corporation, which manages 24 spinning Mills. He was Chairman of the New Okhla Industrial Development Authority (NOIDA) from 1987 to 1990. He is recipient of several prestigious awards including the National Citizens' Award, 1988, Lok Shree Award, 1988 & National Amity Award 1989. He also received prestigious CLIO Award while working in the USA earlier.

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| Name of the Director | Shri Brijendra Sahay |
| DIN | 00017600 |
| Age(in Years) | 80 |
| Remuneration Sought to be Paid | Shri Brijendra Sahay will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013. |
| Terms and Condition for Appointment(s) | 1. Shri Brijendra Sahay is eligible to be re-appointed as Director liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM. 2. As per the resolution at Item No. 4 of the Notice convening this meeting read with explanatory statement thereto. |
| Remuneration last drawn from the Company | NIL |
| Date of first appointment on the Board the Company | 29.07.2006 |
| Shareholding in the Company (as on the date of AGM Notice) | Nil |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Nil |
| Number of Board meetings attended during the financial year 2018-19 | 3 |
| List of Directorships held in other Companies, as on March 31, 2019 | Sahara India Life Insurance Company Limited Sahara Housingfin Corporation Limited |
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2019*** | Sahara India Life Insurance Company Limited Sahara Housingfin Corporation Limited - Chairman Audit Committee and Stakeholder Relationship Committee |

Shri J.N. Roy

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

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| Name of the Director | Shri J.N. Roy |
| DIN | 02132227 |
| Age(in Years) | 83 |
| Remuneration Sought to be Paid | Shri J.N. Roy will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013. |
| Terms and Condition for Appointment(s) | As per the resolution at Item No. 5 of the Notice convening this meeting read with explanatory statement thereto. |
| Remuneration last drawn from the Company | NIL |
| Date of first appointment on the Board of Directors of the Company | 01.07.2009 |
| Shareholding in the Company (as on the date of AGM Notice) | Nil |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Nil |
| Number of Board meetings attended during the financial year 2018-19 | 4 |
| List of Directorships held in other Companies, as on March 31, 2019 | Sahara India Medical Institute Limited |
| Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2019*** | Sahara India Medical Institute Limited- Chairman Audit Committee |

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

Shri A.K. Srivastava

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| Name of the Director | Shri A.K.Srivastava |
| DIN | 02323304 |
| Age(in Years) | 70 |
| Qualification | M.A., LL.B |
| Remuneration Sought to be Paid | Shri A.K.Srivastava will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013. |
| Terms and Condition for Appointment(s) | As per the resolution at Item No. 6 of the Notice convening this meeting read with explanatory statement thereto. |
| Remuneration last drawn from the Company | NIL |
| Date of first appointment on the Board of Directors of the Company | 07.08.2019 |
| Shareholding in the Company (as on the date of AGM Notice) | Nil |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Nil |

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

Shri R.S. Rathore was appointed as an Non-ExecutiveIndependent Director of the Company by the members at the 33rd Annual General Meeting of the Company held on 26th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Further Shri R.S. Rathore has also attained the age above 75 years, hence approval of members through special resolution is required.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri R.S. Rathore, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Shri R.S. Rathore fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri R.S. Rathore as an Non-ExecutiveIndependent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

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 R.S. Rathore as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri R.S. Rathore as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company. Except Shri R.S. Rathore, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the Annual General Meeting. Shri R.S. Rathore is not related to any Director of the Company.

The Members keeping in view of his regularity in attending Board Meeting and Audit Committee have already approved his appointment as Director of the Company in the Annual General Meeting held on 29th September, 2018 pursuant to provisions of Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides the specific approval for appointment of Director through special resolution if the age exceeds 75 years.

Item No. 4

Shri Brijendra Sahay was appointed as an Non-ExecutiveIndependent Director of the Company by the members at the 33rd Annual General Meeting of the Company held on 26th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Further Shri Brijendra Sahay has also attained the age above 75 years, hence approval of members through special resolution is required.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Brijendra Sahay, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Shri Brijendra Sahay fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri Brijendra Sahay as an Non-Executive Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

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 Brijendra Sahay as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri Brijendra Sahay as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company. Except Shri Brijendra Sahay, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice of the Annual General Meeting. Shri Brijendra Sahay is not related to any Director of the Company.

The Members keeping in view of his regularity in attending Board Meeting and Audit Committee have already approved his appointment as Director of the Company in the Annual General Meeting held on 29th September, 2018 pursuant to provisions of Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides the specific approval for appointment of Director through special resolution if the age exceeds 75 years.

Item No. 5

Shri J.N. Roy was appointed as an Non-Executive Independent Director of the Company by the members at the 33rd Annual General Meeting of the Company held on 26th September, 2014 for a period of five consecutive years.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company. Further Shri J.N. Roy has also attained the age above 75 years, hence approval of members through special resolution is required.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of

Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri J.N. Roy, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Shri J.N. Roy fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment of Shri J.N.Roy as an Non-ExecutiveIndependent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

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 J.N.Roy as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Shri J.N.Roy as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company. Except Shri J.N.Roy, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the Annual General Meeting. Shri J.N.Roy is not related to any Director of the Company.

The Members keeping in view of his regularity in attending Board Meeting and Audit Committee have already approved his appointment as Director of the Company in the Annual General Meeting held on 29th September, 2018 pursuant to provisions of Regulation 17 (1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which provides the specific approval for appointment of Director through special resolution if the age exceeds 75 years.

Item No. 6

In accordance with the provisions of Section 152 of the Companies Act, 2013, appointment of Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Shri A. K. Srivastava be appointed as Non-Independent Non-Executive Director on the Board, whose office is liable to retire by rotation. The appointment of Shri A. K. Srivastava shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri A. K. Srivastava for the office of Director of the Company. Shri A. K. Srivastava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Item No. 7

Pursuant to the provisions of Section 20 of the Companies Act, 2013, a document may be served by the Company on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office or at address as recorded in the Register of Members maintained by the Company/RTA, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may

be determined by the company in its Annual General Meeting.

In view of the above provision and in order to enable the Company to determine the fees for the delivery of the documents through requested mode, approval of Members, by way of Ordinary Resolution, is being sought for the amount of fees to be charged for service of documents under Section 20 of the Companies Act, 2013.

The Board of Directors recommends the passing of the Ordinary Resolution as set out at Item No. 7 of the accompanying Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution.

Place: Lucknow

Date: 07.08.2019

By order of the Board of Directors

For Sahara One Media and Entertainment Limited

Shivani Singh Yadav

(Company Secretary)

BALLOT PAPER/POLLING PAPER

[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 Company: SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED
CIN: L67120MH1981PLC024947

| | |
|--|--|
| Name(s) of first named Shareholder (s) : (In BLOCK/CAPITAL LETTERS) | |
| Postal Address : | |
| DP ID / Client ID* or Registered Folio No : | |
| No. of equity shares held : | |

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 38th Annual General Meeting of Company scheduled to be held on **Monday, 30th September, 2019 at 1:30 P.M.** at **Hotel Sahara Star Opposite Domestic Airport, Vile Parle (East) Mumbai MH 400099**, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated herein below:

| Resolution No. | Resolution | No. of Equity Share(s) held | I/We assent to the resolution (For)* | I/We dissent to the resolution (Against)* |
|---------------------|---|-----------------------------|--------------------------------------|---|
| Ordinary Businesses | | | | |
| 1. | Adoption of the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 and the Reports of the Board of Directors and Auditors thereon. | | | |
| 2. | Appoint a Director in place of Shri Brijendra Sahay, who retires by rotation and being eligible, offer himself for re-appointment. | | | |
| Special Businesses | | | | |
| 3. | Re-appointment of Shri R.S. Rathore as an Non-Executive Independent Director. | | | |
| 4. | Re-appointment of Shri Brijendra Sahay as an Non-Executive Independent Director. | | | |
| 5. | Re-appointment of Shri J.N. Roy as an Non-Executive Independent Director. | | | |
| 6. | Appointment of Shri. A.K. Srivastava (DIN 02323304) as Director of the Company: | | | |

*Please put a tick mark () in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place:
Date:

.....
Signature of Member



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

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.

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

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. Linkintime India Private Limited as above.



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.

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: _____ or failing him

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.

MAP SHOWING LOCATION OF THE VENUE OF 38th ANNUAL GENERAL MEETING OF SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

Venue Address: Hotel Sahara Star,
Opp. Domestic Airport,
Mumbai 400099, Maharashtra, India

