



SAHARA INDIA PARIWAR

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

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Thursday, the 28th day of September 2017 at 2:30 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017, Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri O.P. Srivastava, 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 O.P. Srivastava (DIN: 00144000) as Director of the Company with immediate effect and who shall be liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, appointment of the Statutory Auditors, M/s. D. S. Shukla & Co., Chartered Accountants, (Firm Registration No. 000773C), be and is hereby ratified as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 37th Annual General Meeting of the Company subject to ratification by shareholders at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company."

Place : Lucknow
Date : 11th August 2017

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

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

Sukhmendra Kumar
(Company Secretary)

Notes-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE ANNUAL GENERAL MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. 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.
4. 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.
5. Members are requested to bring the admission slip along with their copies of Annual Report.
6. 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.
7. 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 as C 101- 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083.
8. 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).
9. Shareholders are requested to notify multiple folios standing in their names for consolidation.
10. Members are requested to avoid being accompanied by non-members and/or children.
11. The Register of Members and the Share Transfer Book will remain closed from 14th September 2017 to 28th September 2017 (both days inclusive).
12. 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.
13. Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide e-voting facilities.
 - iii) The Board of Directors has appointed M/s Amarendra Rai & Associates Practicing Company Secretaries, B-200, Sector - 50, Basement, Noida - 201301, UP as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

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

Commencement of e-voting	From 09:00 A.M. (IST) on September 24, 2017
End of e-voting	Upto 05:00 P.M. (IST) on September 27, 2017

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is September 21, 2017.

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

- a) During the voting period, the shareholders can visit the e-Voting website www.evotingindia.com and select the relevant EVSN / Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatory change their password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the www.evotingindia.com.
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800 200-5533 or can email on helpdesk.evoting@cdslindia.com.
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Thursday, September 21, 2017.
- 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.sahara-one.com/](http://www.sahara-one.com/) and on CDSL website <https://www.evotingindia.com> within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.

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 O.P Srivastava

Shri O.P. Srivastava is a Director of the Company since 10th March, 2000. He is a Graduate in Law. He has been associated with the Sahara Group of Companies since its Inception. He has an illustrious career in Sahara India with successful track record of building vibrant organization and successful project implementation. With his sheer hard work and determination, he has attained a respectable position in the organization from a modest background. He has made significant contributions in the growth of this Company.

Name of the Director	Shri O.P. Srivastava
DIN	00144000
Age(in Years)	62
Remuneration Sought to be Paid	Shri O.P. 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)	Shri O.P. Srivastava is eligible to be re-appointed as Director liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.
Remuneration last drawn from the Company	NIL
Date of first appointment on the Board of Directors of the Company	10.03.2000
Shareholding in the Company (as on the date of AGM Notice)	10,00,000 Equity Shares
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil
Number of Board meetings attended during the financial year 2016-17	5
List of Directorships held in other Companies, as on March 31, 2017	<ul style="list-style-type: none"> • Sahara India Power Corporation Limited • Sahara Hospitality Limited • Sahara India Life Insurance Company Limited • Sahara India Financial Corporation Limited • Sahara India Medical Institute Limited • Eric City Homes Development Private Limited • SAIN Processing and Weaving Mills Private Limited • Sahara Asset Management Company Private Limited • Sahara Welfare Foundation
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2017****	<ul style="list-style-type: none"> • Sahara India Financial Corporation Limited • Sahara India Life Insurance Company Limited • Sahara India Medical Institute Limited • Sahara Hospitality Limited

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

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

Sukhmendra Kumar
 (Company Secretary)

Form No. SH-13 Nomination Form

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

To
Sahara One Media And Entertainment Limited
 Sahara India Point, CTS 40-44, S.V. Road,
 Goregaon (W), Mumbai-400 104.

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

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

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

(2) PARTICULARS OF NOMINEE/S -

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's name:
- (d) Occupation:
- (e) Nationality
- (f) Address:
- (g) E-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR--

- (a) Date of birth:
- (b) Date of attaining majority
- (c) Name of guardian:
- (d) Address of guardian:

Name of the Security Holder(s) Signature

- 1.
- 2.
- 3.

Name of witness Signature of Witness with date

Address of witness: _____

Place:

Date: ___/___/___

INSTRUCTIONS:

1. The Nomination can be made by individuals only, applying / holding Shares on their own behalf, singly or jointly. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, Holder of power of attorney cannot nominate. If the Shares are held jointly, all joint holders will sign the nomination form. If there are more than one joint holders, more sheets can be added for signatures of holders of Shares and witnesses.
2. A minor can be nominated by a holder of Shares and in that event, the name and address of the guardian shall be given by the holder.
3. The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family or Power of Attorney holder. A non-resident Indian can be a nominee on repatriable basis.
4. Nomination stands rescinded upon transfer of Shares.
5. Transfer of Shares in favour of a Nominee shall be a valid discharge by a Company against the legal heir.
6. The Nomination Form shall be filed in duplicate with the Share Transfer Agent or at the Registered Office of the Company.



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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.



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

ATTENDANCE SLIP

I hereby record my presence at the Thirty Sixth Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Thursday 28th September, 2017 at 2.30 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400 104.

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

(*Applicable for members holding Shares in electronic form)

Name _____

(IN BLOCK CAPITAL)

Address _____

Signature of Shareholder/Proxy: _____

Name of Shareholder: _____

NOTE: Please fill this attendance slip and hand over at the entrance of the hall / meeting venue.



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

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Sahara One Media And Entertainment Limited CIN : L67120MH1981PLC024947
Registered office	Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai - 400 104.

BALLOT PAPER

Sr. No.	Particulars	Details
1.	Name of the First named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / * Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary / Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of shares held by me	I assent to the resolution (?)	I dissent from the resolution (?)
	Ordinary Business:			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appoint a director in place of Shri O. P. Srivastava, who retires by rotation and being eligible, offers himself for re-appointment.			
3.	To ratify appointment of Statutory Auditors' M/s D.S Shukla & Co., Chartered Accountants, Mumbai of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company subject to ratification by members at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.			
	Place: Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai 400104 Date:	Signature of the shareholder(s) / Proxy Holder		