



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

CIN: L67120MH1981PLC024947

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

Tel.: 022 4287 1111 • Fax: 022 4287 2075 • E-mail: investors@sahara-one.com • Web site : www.sahara-one.com

Postal Ballot Notice Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard 2 ("SS2") on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 entered into with the Stock Exchange and pursuant to other applicable laws and regulations, that the resolutions appended below, are proposed to be passed by the Members through postal ballot (signifying assent / dissent by post or through electronic voting, i.e. e-voting).

The details of the proposed resolutions are as follows:

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

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the items and the reasons thereof are annexed with the Postal Ballot Form for your consideration.

The Board of Directors of the Company 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.

Shareholders desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on **Monday, 18th December, 2017 (5.00 PM IST)** to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

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 is pleased to provide 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). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. The e-voting period shall commence at **9.00 a.m. on Sunday, 19th November, 2017 and end at 5.00 p.m. on Monday, 18th December, 2017.**

References to postal ballot in this Postal Ballot Notice include votes received electronically (remote e-voting).

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballot and remote e-voting. The result of the Postal Ballot shall be announced on or before **Wednesday, 20th December, 2017**, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchange where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website **www.sahara-one.com**.

RESOLUTIONS:

Item No. 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.

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

"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;



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- 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), 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.”

Item No. 2: To approve Material Related Party transaction in connection with investment made by the Company in Sahara Sanchaar Limited.

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

“**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.”

Item 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.

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

“**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.”

By Order of the Board

For, Sahara One Media and Entertainment Limited

Place: Delhi, NCR

Date: 08th November, 2017

**Sukhmendra Kumar
Company Secretary**



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Notes

1. The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on 03.11.2017
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 03.11.2017 will be considered for the purpose of voting / remote e-voting.
5. Resolutions passed by the Members through postal ballot and remote e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form shall be treated as invalid.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or members who are desirous of obtaining a duplicate Postal Ballot Form, may send an e-mail to investor@sahara-one.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. In Compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-voting facility provided by CDSL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his / his vote through proxy on postal ballot / e-voting.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Monday, 18th December, 2017 (5.00 PM IST). The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Monday, 18th December, 2017 (5.00 PM IST), it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before Wednesday, 20th December 2017, at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (East), Mumbai-400099. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website, **www.sahara-one.com**.
12. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Monday, 18th December, 2017 (5.00 PM IST), shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Monday, 18th December, 2017 (5.00 PM IST).



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Voting through electronic means

In Compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Securities Limited (CDSL) for the purpose of providing remote e-voting facility to all its Members.

The instructions for remote e-voting are as follows:

1. Members whose e-mail IDs are registered with the Company / Depository Participant(s) will receive an email from CDSL informing them of their user ID and password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:
 - a. Open the PDF file titled 'Sahara One Media and Entertainment Limited- Postal Ballot.pdf', using your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password.
The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password. If you are already registered with CDSL for e-voting, you will not receive this PDF file, you can use your existing user ID and password for Login. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.cdsl.com. The existing user-ID is your Demat Account number which is (DP-ID + CLIENT-ID). For e.g.: In case the DP ID is IN600570 and Client ID is 20004951 then User-ID will be IN60057020004951.
 - b. Open the Internet browser and type the following URL: <https://www.evoting.cdsl.com>.
 - c. Click on Shareholder – Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or combination of the two. Please take utmost care to keep your password confidential.
 - f. Once, the e- voting home page opens, click on e- voting > Active Voting Cycles.
 - g. Select 'EVSN' (E-Voting Sequence Number) of "Sahara One Media and Entertainment Limited". Once you select the number, the Cast Vote page will open. Now you are ready for e-voting. Members can cast their vote online from Sunday, 19th November, 2017 (9.00 AM IST) till Monday, 18th December, 2017 (5.00 PM IST).
 - h. Cast your vote by selecting your favored option and click 'submit'. Also click 'Confirm' when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed. Please note that once your vote is cast, it cannot be modified.
 - i. Institutional Members (i.e. members other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant board resolution / authorization letter etc., together with the attested specimen signature(s) of the duly authorized signatory(ies) who is/are authorized to vote, to the Scrutinizers.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who have received the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to i. mentioned above, in point 1 order to successfully cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e- voting user manual for Members available in the 'Downloads' section of www.evoting.cdsl.com.
4. 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 Password' option available on the site to reset the password.
5. The e-voting period commences from Sunday, 19th November, 2017 (9.00 AM IST) ends on Monday, 18th December, 2017 (5.00 PM IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date, i.e. Friday, 03rd November 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
6. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the record date, i.e. Friday, 03rd November 2017.



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EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013):

Item No. 1:

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate in excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the Shareholders by means of a Special Resolution.

In order to enable the Board of Directors to explore various opportunities for growth and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment(s), providing loan(s) or giving guarantee(s) or providing securities in connection with loans to any body corporate(s) or person upto an amount not exceeding Rs. 300 Crores over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution under Item No. 1 as set in this Notice.

Item No. 2:

During the Year with a view to exploit certain favourable market conditions and thereby to diversify the Company's business and also considering long term business association with Sahara India Commercial Corporation Limited the Company decided to invest an amount of Rs. 83,00,00,000/- (Rupees Eighty Three Crore only) approximately by purchasing Equity Shares of Sahara Sanchaar Limited from Sahara India Commercial Corporation Limited as under.

| PARTICULARS | TERMS / CONDITIONS |
|-------------------------|---|
| Nature of Shares | Equity Shares |
| Number of Shares | 1,80,43,478 (One Crore Eighty Lakh Forty Three Thousand Four Hundred Seventy Eight) |
| Face value Per Share | Rs. 10/- (Rupees Ten only). |
| Consideration per share | Rs. 46.00 (Rupees Forty Six only). |
| Total Amount | Rs. 83,00,00,000/- (Rupees Eighty Three Crore only) |

The transaction worth is Rs 83,00,00,000/- the value of which is exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company and as per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are exceeding the threshold limits as prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Ordinary Resolution where transactions proposed to be entered falls in the list of items referred therein and are in excess of threshold limits.

Further as per Regulation 23(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last Audited Financial Statements of the listed entity. The Material Related Party Transactions requires approval of the Shareholders by passing Ordinary Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the Section 188 (1) of the Companies Act, 2013



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and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, transactions entered into by the Company with Sahara India Commercial Corporation Limited for the purchase of shares of Sahara Sanchaar Limited amounting to Rs. 83,00,00,000/- are "Material" and therefore requires approval of the Company by Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution except Shri O.P. Srivastava as Shareholder and Smt Rana Zia as Director.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution under Item No. 2 as set in this Notice.

Item No. 3:

Sahara India Power Corporation Limited one of the group Companies is undertaking Capital intensive project in the field setting up 200 MW Solar-Cum-Wind Power Plant in Titilagarh, Odisha. The setting up of 200 MW Solar-Cum-Wind Power Plant is in final legs and for which Sahara India Power Corporation Limited requires undertaking to use net-worth upto the extent of Rs 200 Crore of the Company in order to make the project flourish exponentially and to leverage its funding requirement . The Board consider that providing undertaking to use its net worth by Sahara India Power Corporation Limited will be Commercially viable decision and in the years to come the project will pay rich dividends as solar power generation is gaining more and more prominence with each passing day. Solar energy is an essential energy resource that has the potential to improve power supply in India, predominantly in remote areas, while augmenting the overall security of India's energy supply.

The transaction worth is Rs 200 Crore the value of which is exceeding 10% of the Turnover of the Company as per the Last Audited Financial Statement of the Company and as per the provisions of Section 188 (1) of the Companies Act, 2013 "Related Party Transactions" requires obtaining prior consent of the Board where transactions proposed to be entered into falls in the list of items referred therein and are exceeding the threshold limits as prescribed under Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015. Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 requires taking prior approval of the Company by Ordinary Resolution where transactions proposed to be entered falls in the list of items referred therein and are in excess of threshold limits.

Further as per Regulation 23(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the turnover as per the last audited financial statements of the listed entity. The Material Related Party Transactions requires approval of the Shareholders by passing Ordinary Resolution and in respect of voting on such resolution(s), the said related party shall abstain from voting.

Members may please note that based on the criteria as mentioned above in the Section 188 (1) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, transaction 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, Orissa are "Material" and therefore requires approval of the Company by Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution except Shri O.P. Srivastava as Shareholder & Director and Smt Rana Zia as Director.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provision of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Resolution under Item No. 3 as set in this Notice.

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

Place: Delhi, NCR

Date: 08th November, 2017

**Sukhmendra Kumar
Company Secretary**