

# **REPORT OF SCRUTINIZER**

**REMOTE E-VOTING AND POLL**

**Sahara One Media and Entertainment Limited**

**35<sup>TH</sup> ANNUAL GENERAL MEETING**

**29<sup>TH</sup> SEPTEMBER, 2016**

**CS AMARENDRA KUMAR RAI**

Amarendra Rai & Associates

Company Secretaries

B-200, Basement, Sector-50, Noida, 201301

Tel. No.: 0120-4208078, Mob.No. +919654157016

E-mail: akrai-cs@hotmail.com





*Amarendra Rai & Associates*  
Company Secretaries

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR  
SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED**

To,  
The Chairman  
**Sahara One Media And Entertainment Limited**  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West), Mumbai-400104

**Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 35<sup>th</sup> Annual General Meeting of Sahara One Media and Entertainment Limited (the Company) held on 29<sup>th</sup> September, 2016.**

Dear Sir,

The Board of the Company had appointed me as Scrutinizer on 13<sup>th</sup> August, 2016, at their duly convened meeting for the Remote E-Voting process, commenced from 26<sup>th</sup> September, 2016 at 10.00 am to 28<sup>th</sup> September, 2016 at 5.00 pm and the Chairman of the 35<sup>th</sup> Annual General Meeting (AGM) has appointed me as Scrutinizer for the Poll conducted on the resolution(s) contained in the Notice of the 35<sup>th</sup> AGM of the Company held on Thursday, 29<sup>th</sup> day of September, 2016 at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400104 at 2.00 P.M..

The Company had appointed **Central Depository Securities Limited (CDSL)** as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Monday, 26<sup>th</sup> September, 2016 at 10.00 am to Wednesday, 28<sup>th</sup> September, 2016 at 5.00 pm. **M/s Link Intime India Pvt. Limited** as the Registrar and Share Transfer Agent of the Company. The e-voting results were unblocked by me in compliance of the provisions of rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015, on 30<sup>th</sup> September, 2016 in the presence of two witnesses viz Ms. Soumi Ghosh and Ms. Shruti Srivastava who are not in the employment of the Company. The Shareholder holding shares on the "Cut-off date" (record date) i.e. Thursday, 22<sup>nd</sup> September, 2016 was entitled to vote on the proposed resolutions stated in the Notice of the Company. For Further details kindly refer my Scrutinizer's Report for remote e-voting dated 30<sup>th</sup> September, 2016 attached herewith.



At the 35<sup>th</sup> AGM of the Company held on 29<sup>th</sup> September, 2016 at 2.00 pm the Company has also provided facility for voting by Ballot or polling paper to the members attending the meeting, who have not already cast their vote by remote e-voting. For further details kindly refer my scrutinizer's report in Form MGT-13 dated 29<sup>th</sup> September, 2016.

Further, the management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means for the resolutions contained in the Notice to the 35<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting and poll is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Securities Limited (CDSL) and poll conducted at 35<sup>th</sup> AGM of the Company.

**The Result of the E-voting together with that of the Poll is under:**

Item of Notice Particulars of Business	Type of Votes	Votings in Favour of Resolution		Votings against the Resolution		Invalid Votes	
		No. of Shares	%	No. of Shares	%	No. of Shares	%
Item No. 1 of the Notice <b>Ordinary resolution</b>  (Adoption of Audited Financial Statement)	E-Voting	14937784	98.746	01	0	NIL	NIL
	Poll	189612	1.253	05	0.001	NIL	NIL
	Total	15127396	99.999	06	0.001	NIL	NIL
Item No. 2 of the Notice <b>Ordinary resolution</b> (Appoinment of Shri. O.P. Srivastava as Director)	E-Voting	14937784	98.746	01	0	NIL	NIL
	Poll	189612	1.253	05	0.001	NIL	NIL
	Total	15127396	99.999	06	0.001	NIL	NIL
Item No. 3 of the Notice <b>Ordinary resolution</b> (To ratify the re- appointment of	E-Voting	14937784	98.746	01	0	NIL	NIL
	Poll	189612	1.253	05	0.001	NIL	NIL
	Total	15127396	99.999	06	0.001	NIL	NIL





Statutory Auditors)							
Item No. 4 of the Notice <b>Special Resolution</b> (To adopt new set of Articles of Association pursuant to the Companies Act,2013)	E-Voting	14937784	98.746	01	0	NIL	NIL
	Poll	189612	1.253	05	0.001	NIL	NIL
	Total	15127396	99.999	06	0.001	NIL	NIL
Item No. 5 of the Notice <b>Ordinary resolution</b> (To approve material related party transaction entered by company with related parties under section 188 of the Companies Act, 2013).	E-Voting	14937784	98.746	01	0	NIL	NIL
	Poll	189612	1.253	05	0.001	NIL	NIL
	Total	15127396	99.999	06	0.001	NIL	NIL
Item No. 6 of the Notice <b>Ordinary resolution</b> (Appointment of Smt. Rana Zia as Whole-Time Director)	E-Voting	14937784	98.746	01	0	NIL	NIL
	Poll	189612	1.253	05	0.001	NIL	NIL
	Total	15127396	99.999	06	0.001	NIL	NIL

All the Resolution stands passed under e-voting and poll with the requisite majority.

Thanking You,

For Amarendra Rai & Associates  
Company Secretaries

Amarendra Kumar Rai  
CP: 9373

Issued at Noida dated 30<sup>th</sup> September, 2016

Encl:

(1) Report on Remote E-Voting dated 30<sup>th</sup> September, 2016 and report on poll in Form MGT-13 dated 29<sup>th</sup> September, 2016.





*Amarendra Rai & Associates*  
Company Secretaries

To,  
The Chairman  
**Sahara One Media and Entertainment Limited**  
35<sup>th</sup> Annual General Meeting  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West), Mumbai-400104

**Sub: Passing of Resolution through E-Voting (Remote e-Voting) at the 35<sup>th</sup> Annual General Meeting of Sahara One Media and Entertainment Limited (the Company) held on 29<sup>th</sup> September, 2016.**

Dear Sir,

I refer to my appointment as scrutinizer made on 13<sup>th</sup> August, 2016, pursuant to the authority granted by the Board of Directors of **Sahara One Media and Entertainment Limited** (CIN: L67120MH1981PLC024947) to Scrutinize the e-voting process in a fair and transparent manner as per the provisions of Companies Act, 2013 and rules made there under including amended rules for the 35<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 29<sup>th</sup> September, 2016.

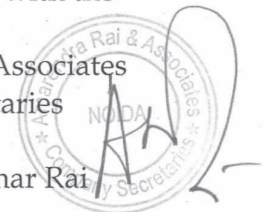
I have carried out the work as Scrutinizer from the close of Working hours on 28<sup>th</sup> September, 2016. I had scrutinized and reviewed the voting through electronic means and votes tendered therein.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means for the resolutions contained in the Notice to the 35<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the e-voting process i.e. remote e-voting is restricted to make a scrutinizer's report of the votes cast in favour or against the resolution stated in the Notice of the AGM, based on the reports generated in the e-voting system provided by Central Depository Securities Limited (CDSL), the authorized agency to provide e-voting facility and engaged by the company.

I herewith submit the Scrutinizer's Report on the results of the e-voting along with the relevant details.

For Amarendra Rai & Associates  
Company Secretaries

Amarendra Kumar Rai  
CP: 9373



## REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013]  
[Rule 20 of the Companies (Management and Administration) Amendment Rules 2015]

To,  
The Chairman  
**Sahara One Media and Entertainment Limited**  
35<sup>th</sup> Annual General Meeting  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (W), Mumbai-400104

Dear Sir,

I, Amarendra Kumar Rai, Proprietor of M/s. Amarendra Rai & Associates, Company Secretaries, appointed as scrutinizer for the purpose of scrutinizing the remote E-voting process of **Sahara One Media and Entertainment Limited** (CIN: L67120MH1981PLC024947) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 29<sup>th</sup> September, 2016 at 2.00 pm. I submit the report as under:

- 1) The e-voting services were provided by Central Depository Securities Limited (CDSL).
- 2) The E-voting period commenced from 26<sup>th</sup> September, 2016 at 10.00 am and concludes on 28<sup>th</sup> September, 2016 at 5.00 pm.
- 3) The Shareholder holding shares on the "Cut-off date" (record date) i.e. Thursday, 22<sup>nd</sup> September, 2016 was entitled to vote on the proposed resolutions stated in the Notice of the Company.
- 4) The votes were unblocked on 30<sup>th</sup> September, 2016 in the presence of two witnesses Ms. Shruti Srivastava and Ms. Soumi Ghosh, who are not in the employment of the Company.
- 5) The Results of e-voting along with the List of Shareholders who voted FOR and AGAINST the below resolutions were downloaded from the e-voting website of CDSL.



## RESULT OF E-VOTING

### Resolution: 1 (Ordinary Resolution)

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016, Reports of the Directors' and Auditors' thereon.

#### 1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	14937784	99.999

#### 2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	1	0.001

#### 3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

### Resolution: 2 (Ordinary Resolution)

To appoint a Director in place of Shri O.P. Srivastava, who retires by rotation and being eligible, offer himself for re-appointment.

#### 1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	14937784	99.999





**2) Voted Against the Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	1	0.001

**3) Invalid Votes:**

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

**Resolution: 3 (Ordinary Resolution)**

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 meeting until the conclusion of the 37<sup>th</sup> 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.

**1) Voted in Favour of Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	14937784	99.999

**2) Voted Against the Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	1	0.001

**3) Invalid Votes:**

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

**Resolution: 4 (Special Resolution)**

To consider and approve adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013.



1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	14937784	99.999

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	1	0.001

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

**Resolution: 5 (Ordinary Resolution)**

To consider and approve material related party transaction entered by company with related parties under section 188 of the Companies Act, 2013.

1) Voted in Favour of Resolution:

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	14937784	99.999

2) Voted Against the Resolution:

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	1	0.001

3) Invalid Votes:

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL



## **Resolution: 6 (Ordinary Resolution)**

To consider appointment of Smt. Rana Zia as Whole Time Director of the Company.

### **1) Voted in Favour of Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Favour of the Resolution	% of the total number of Valid Votes Cast
12	14937784	99.999

### **2) Voted Against the Resolution:**

Number of Members Voted electronically	Number of Votes Cast in Against the Resolution	% of the total number of Valid Votes Cast
1	1	0.001


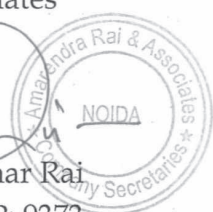
### **3) Invalid Votes:**

Total Number of members whose votes were invalid	Total Number of Votes cast by them
NIL	NIL

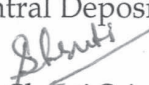
The relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approve and signs the minutes of the 35<sup>th</sup> Annual General Meeting (AGM) and shall thereafter be handed over to the Company Secretary for safe keeping.

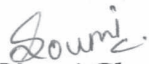
For Amarendra Rai & Associates  
Company Secretaries

Issued at Noida dated 30<sup>th</sup> September, 2016

  
Amarendra Kumar Rai  
CP: 9373  


We, the undersigned Witness that the votes were unblocked from e-voting website of Central Depository Securities Limited (CDSL) in our presence on 30<sup>th</sup> September, 2016.

  
Ms. Shruuti Srivastava  
D/o Shri R.K. Srivastava  
R/o Q-18, Sector-12,  
Noida-201301.

  
Ms. Soumi Ghosh  
D/o Shri S. C. Ghosh  
R/o H. No. 6, Kushak Road,  
New Delhi-110011





# Amarendra Rai & Associates

Company Secretaries

FORM: MGT-13

## Report of the Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Sahara One Media and Entertainment Limited**  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West), Mumbai-400104

35<sup>th</sup> Annual General Meeting of Equity Shareholders of Sahara One Media and Entertainment Limited held on Thursday, 29<sup>th</sup> September, 2016 at 2.00.pm at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (West), Mumbai-400104.

Dear Sir,

I, Amarendra Kumar Rai appointed as scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the 35<sup>th</sup> Annual General Meeting of Equity Shareholders of **Sahara One Media and Entertainment Limited** (CIN: L67120MH1981PLC024947) held on 29<sup>th</sup> September, 2016 at 2.00 pm at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400104, submit the report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and in presence of two witnesses and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:

### Item No.: 1 (Ordinary Resolution)

1



To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2016, Reports of the Directors' and Auditors' thereon:

**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
19	189612	99.999

**ii) Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
1	5	0.001

**iii) Invalid Votes:**

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

**Item No.: 2 (Ordinary Resolution)**

To appoint a Director in place of Shri O.P. Srivastava, who retires by rotation and being eligible, offer himself for re-appointment.

**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
19	189612	99.999

**ii) Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
01	05	0.01

**iii) Invalid Votes:**

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them



NIL	NIL
-----	-----

**Item No.: 3 (Ordinary Resolution)**

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 meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company subject to ratification by shareholder at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.

**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
19	189612	99.999

**ii) Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
1	5	0.001

**iii) Invalid Votes:**

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

**Item No.: 4 (Special Resolution)**

To consider and approve adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013.

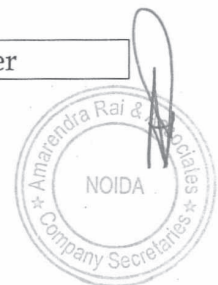
**i) Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
19	189612	99.999

**ii) Voted Against the Resolution:**

Number of Members	Number of Votes Cast by	% of total number
-------------------	-------------------------	-------------------

3





present and Voting (In person or proxy)	them	of Valid Votes Cast
1	5	0.001

iii) **Invalid Votes:**

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

**Item No.: 5 (Ordinary Resolution)**

To consider and approve material related party transaction entered by company with related parties under section 188 of the Companies Act, 2013.

i) **Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
19	189612	99.999

ii) **Voted Against the Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
1	5	0.001

iii) **Invalid Votes:**

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

**Item No.: 6 (Ordinary Resolution)**

Appointment of Smt. Rana Zia as Whole-Time Director of the Company.

i) **Voted in Favour of Resolution:**

Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
19	189612	99.999

ii) **Voted Against the Resolution:**



Number of Members present and Voting (In person or proxy)	Number of Votes Cast by them	% of total number of Valid Votes Cast
1	5	0.001

iii) Invalid Votes:

Total Number of members(In person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
NIL	NIL

5. A Compact Disk (CD) containing a List of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

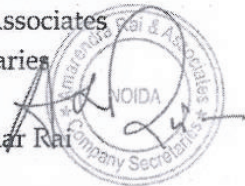
Thanking You,

Place: Mumbai

Date: 29<sup>th</sup> September, 2016

For Amarendra Rai & Associates  
Company Secretaries

Amarendra Kumar Rai  
CP: 9373



We, the undersigned Witness that the polling box was opened in our presence on 29th September, 2016 at 35<sup>th</sup> Annual General Meeting.

*Tushar Joshi*

.....  
Mr. Tushar Joshi  
S/o Mr. Sharad K Joshi  
R/o A1 Pramodini Palace Society  
Kondkar Wadi, Veer Savarkar Road East  
Palghar 401305 -400071(Maharashtra)  
Mob.9324649733

*Shiv Kumar*

.....  
Mr. Shiv Kumar  
S/o Mr.Kisan Singh  
R/o Sunder Baugh  
Lal Bahadur Shashtri Rd  
Thane (W)  
Thane-401101  
Mob.9892394782