

NOTICE
2013-2014

SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED



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SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

CIN-L67120MH1981PLC024947

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Friday, the 26th day of September 2014 at 2.30 P.M. at the Registered Office of the Company at Sahara India Point, CTS No. 40 – 44, S.V. Road, Goregaon (West), Mumbai – 400 104 to transact the following business:-

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date along with the Auditors' Report and Directors' 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.
3. **To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:**

To appoint M/s D. S. Shukla & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office for a term of four years commencing from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting subject to ratification of shareholders at every Annual General Meeting, at a remuneration to be fixed by the Board of Directors of the Company.

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, the retiring auditors, M/s. D. S. Shukla & Co., Chartered Accountants, (Firm Registration No. 000773C), be and are hereby appointed as Auditors of the Company for a term of four year commencing from the conclusion of this Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on a remuneration to be decided by board of directors."

Special Business:

4. **Appointment of Shri R.S. Rathore as an independent director**

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

"RESOLVED 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 R.S. Rathore (DIN : 00265568), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from the 26th September, 2014."

5. **Appointment of Shri Brijendra Sahay as an independent director**

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED 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 Brijendra Sahay (DIN 00017600), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from the 26th September, 2014.”

6. Appointment of Shri J.N. Roy as an independent director

To consider and if thought fit to pass, with or without modifications, the following resolution as an ordinary resolution:

“RESOLVED 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 J.N. Roy (DIN 02132227), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 26th September, 2014.”

By order of the Board of Directors
For **Sahara One Media and Entertainment Limited**
Sd/-
(S. C. Tiwari)
Company Secretary

Place: Delhi & NCR
Date: 11th August, 2014

Registered Office:
Sahara India Point,
CTS No. 40 – 44,
S.V. Road, Goregaon (West),
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. Brief details of the directors, who are seeking re-appointment, are annexed hereto as per requirements of clause 49 of the listing agreement.
5. 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.
6. 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.
7. Members are requested to bring the admission slip alongwith their copies of Annual Report.
8. 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.
9. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
10. 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).
11. Shareholders are requested to notify multiple folios standing in their names for consolidation.
12. Members are requested to avoid being accompanied by non-members and/or children.
13. The Register of Members and the Share Transfer Book will remain closed from 19th September 2014 to 26th September 2014 (both days inclusive).
14. 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.
15. **Voting through electronic means:**
Pursuant to the provisions of Section 108 of the Companies Act, 2013, Clause 35B of the Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide to member the facility to exercise their right to vote on business to be transacted at the 33rd Annual general meeting by electronic means through E-voting services provided by Central Depository Services (India) Limited (CDSL). The member who has voted on a resolution through the e-voting facility will not be entitled to change it subsequently. Further a member who has voted through the e voting facility will not be permitted to vote again at the venue of the Annual General Meeting.

The Instruction for E-voting are as under:

The voting will begin on Friday, the 19th of September 2014 (10.00 am) and ends on 21st of September, 2014 (6.00 pm). During this period, shareholder of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date which shall be close of business hours on Friday, 22nd August, 2014, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Member receiving physical copy or e-mail (for members whose e-mail id are registered with the company/ Depository Participants)

- (i) Open your web browser during the e-voting period and Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” to cast your vote.
- (iii) Now Enter your User ID

Fill up the following detail in appropriate boxes:

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for the relevant Company Name viz “Sahara One Media And Entertainment Limited” .
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

M/s. Amarendra Rai & Associates, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the company and make a Scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The result shall be declared as per the proceedings of the annual general meeting of the company. The results declared alongwith the Scrutinizer’s report shall be placed on the company’s website www.sahara-one.com and on the website of CDSL within 2 (two) days passing of the resolutions at the annual general meeting of the company and communicated to the BSE Limited.

DIRECTORS DETAILS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT

Item no. 3:

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 filed of Parabanking.

Details of his Directorship and Chairmanship / Membership of the Committees in other Companies are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Life Insurance Company Limited	Sahara India Financial Corporation Limited
Sahara India power Corporation Limited	Sahara India Life Insurance Company Limited
Sahara Housingfina Corporation Limited	Sahara Prime City Limited
Sahara Hospitality Limited	Sahara Hospitality Limited
Sahara Universal Minings Corporation Limited	Sahara India Medical Institute Ltd
Sahara Global Mastercraft Limited	Sahara HousingFina Corporation Limited
Sahara Global Design Studio Limited	
Sahara Prime City Limited	
Sahara India Medical Institute Limited	
Sain Processing And Weaving Mills Private Limited	
Sahara India Financial Corporation Limited	
Sahara Asset Management Company Private Limited	
Eric City Homes Development Private Limited	

Details of other directors to be appointed is given under Explanatory Statement in Item no. 4 to 6

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No 4 to 6 :

Section 149 of the Companies Act, 2013, which came into effect from 1st April 2014, requires every listed Company to have one-third of the total number of directors as independent directors. As on 31st March 2014, the Board of Directors of the Company comprised Shri Brijendra Sahay, Shri R.S. Rathore and Shri J.N. Roy as independent directors pursuant to erstwhile clause 49 of the listing agreement.

Accordingly, with the recommendations of the Remuneration Committee, the Board of Directors at its meeting held on August 11, 2014, recommended for appointment of Shri Brijendra Sahay, Shri R.S. Rathore and Shri J.N. Roy as independent directors of the Company pursuant to section 149, Schedule IV and other applicable provisions, of the Companies Act, 2013, for a terms of 5 years commencing from ensuing Annual General Meeting.

Therefore, as required under Schedule IV, appointment of these independent directors is set out in the item 4 to 6 of the Notice for approval of shareholders.

In respect of the appointments of the aforesaid directors, a notice in writing in the prescribed manner as required by section 160 of the Companies Act, 2013 and Rules made thereunder has been received by the Company, regarding candidature of the aforesaid directors for the office of the director. The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6). The respective appointee is not disqualified from being appointed as a director in terms of section 164 of the Act.

The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours and the same shall also be available at the Company's website. The Board is of the opinion that the aforesaid directors possess requisite skills, experience and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have their association with the Company as directors.

Further, in the opinion of the Board, the proposed appointment of independent directors fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

Detailed profiles of independent directors are given below:

1) 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.

Details of his Directorship and Chairmanship / Membership of the Committees in other Companies are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Life Insurance Co. Limited	Sahara India Life Insurance Co. Ltd

Share holding in the company : Nil

2) 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 CLEO Award while working in the USA earlier.

Details of his Directorship and Chairmanship / Membership of the Committees in other Companies are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Life Insurance Company Limited	Ginni International Limited
Sahara Housingfina Corporation Limited	Sahara India Life Insurance Company Limited
Ginni international limited	Sahara Housingfina Corporation Limited

Share holding in the company : Nil



3) Shri J.N. Roy Former Commissioner of Security Ministry of Civil Aviation, Govt. of India, was appointed as Additional Director of the Company w.e.f. 1st day of July, 2009 and the Shareholders of the Company at their Annual General Meeting held on 24th September, 2009 appointed him as Ordinary Director liable to retire by rotation. He has garnered enriched experience of business, administration and security etc. and is capable of contributing significantly in the affairs of company.

Details of his Directorship and Chairmanship / Membership of the Committees in other Companies are as under:

Other Companies Directorship Details	Other Companies Committee Details
Sahara India Medical Institute Limited	Sahara India Medical Institute Limited
Aamby Valley Limited	

Share holding in the company: Nil

None of the Directors of company except Shri R.S. Rathore, Shri Brijendra Sahay and Shri J.N. Roy are concerned or interested in the Resolutions relating to their own appointments respectively.

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

Sd/-
(S. C. Tiwari)
Company Secretary



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

ATTENDANCE SLIP

I hereby record my presence at the Thirty Third Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Friday the 26th day of September, 2014 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.