



Sahara One Media and Entertainment Limited

**ANNUAL
REPORT
2019- 2020**



CORPORATE INFORMATION**BOARD OF DIRECTORS**

Shri A.K. Srivastava
(Non-Executive Director since 7th August,19)

Shri Ranvir Singh Rathore
Independent Director

Shri Brijendra Sahay
Independent Director

Shri Jagdish Narain Roy
Independent Director

Smt Rana Zia
(Whole Time Director)

CHIEF FINANCIAL OFFICER

Shri Prakash Chandra Tripathy

COMPANY SECRETARY

Ms Shivani Singh Yadav

HEAD FINANCE

Shri Sanjay Garg

STATUTORY AUDITORS

M/s D.S. Shukla & Co. Chartered
Accountants, Mumbai

SECRETARIAL AUDITORS

M/s C.P. Shukla & Co, Company
Secretary, Lucknow

INTERNAL AUDITORS

Harish Tibrewal and Associates

Investor email ID

investors@sahara-one.com

Corporate Identity Number

L67120MH1981PLC024947

Shares Listed at

BSE Limited

REGISTERED OFFICE

25-28, Floor-2, Plot No.-209, Atlanta
Building Jamnalal Bajaj Marg,
Nariman Point Mumbai City MH 400021
Website: www.sahara-one.com

BANKERS

The ICICI Bank Limited
IDBI Bank Limited
Punjab National Bank
ING Vysya Bank

**REGISTRAR & SHARE TRANSFER
AGENT**

Link Intime India Private Limited
C-101, 247 Park, L. B. S. Marg,
Vikhroli (West), Mumbai - 400083.

BRANCH/DIVISION /UNITS

Sahara India Bhawan
1, Kapoorthala Complex,
Lucknow-226024

Sahara India Complex, C-
2, C-3 & C-4, SectorXI
Noida, U.P-201301



SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

CIN: L67120MH1981PLC024947

REGISTERED OFFICE : 25-28, Floor-2, Plot No.-209, Atlanta Building Jamnalal

Bajaj Marg, Nariman Point Mumbai City MH 400021.

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 39th Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Thursday, the 31st day of December 2020 at 2:00 P.M. through Video Conferencing/other audio visual means (OAVM) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the Financial Year ended 31st March, 2020, Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri A.K. 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 A.K. Srivastava (DIN: 02323304) as Non –Executive Non-Independent Director of the Company who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

- 3 Re-appointment of Smt Rana Zia as whole-time director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force read with Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members be and is hereby accorded for the re-appointment of Smt Rana Zia (DIN: 07083262), as Whole-Time Director of the Company for a period of 3 (three) consecutive years as per the following terms:

Term of Appointment: The term of Appointment of Smt Rana Zia as Whole-Time Director shall be for a period of 3 years i.e. with effect from November 13, 2020 till 12th November, 2023 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies Act, 2013 and rules made thereunder. Though she shall be liable to retire by rotation whilst she continues to hold office of Whole-Time Director; however, her re-appointment on retirement by rotation will not break her length of service as Whole-Time Director.

The information in respect of terms of her remuneration & perquisites is given below:

Basic	:	30870.00
H.R.A.	:	15435.00
U.M.A	:	1000.00
S.J.I.	:	12787.00
Spl. Allowance :		31468.00
Total	:	91560.00

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Place :Lucknow
Date :10.11.2020

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

Shivani Singh Yadav
(Company Secretary & Compliance Officer)

Notes-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE ANNUAL GENERAL MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
4. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company (i.e. Link Intime India Pvt. Ltd). Members are requested to keep the same updated.
5. Corporate Members are requested to send to the Registered Office of the Company, a duly Certified Copy of the Board resolution under Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
6. Members are requested to bring the admission slip along with their copies of Annual Report.
7. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. The introduction of Section 72 of the Companies Act, 2013 provides for nomination by the Shareholders of the Company. The members are requested to avail of this facility by submitting the prescribed Form No. SH-13 duly filled in at the Registered Office of the Company or with the Registrar and Share Transfer Agent of the Company:- M/s Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.
9. Members are requested to notify the change in their addresses at the Company's Registered Office or at the office of the Registrar and Share Transfer Agent with their Ledger Folio No. (s).
10. Shareholders are requested to notify multiple folios standing in their names for consolidation.
11. Members are requested to avoid being accompanied by non-members and/or children.
12. The Register of Members and the Share Transfer Book will remain closed from 10th December 2020 to 30th December 2020 (both days inclusive).
13. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date to enable the management to keep the detailed information ready.
14. Voting through electronic means:
 - i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
 - ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorized Agency to provide e-voting facilities.
 - iii) The Board of Directors has appointed M/s Amarendra Rai & Associates Practicing Company Secretaries, B-200, Sector-50, Basement NOIDA-201301, UP as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.

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

Commencement of e-voting	From 9:00A.M. (IST) on December 27, 2020
End of e-voting	Upto 5:00P.M. (IST) on December 30, 2020

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is December 23, 2020.

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 mandatorily 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-1800200-5533 or can email on helpdesk.evoting@cdslindia.com.
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Monday, December 14, 2020.
- l) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting and also count the votes received by post through Ballot Forms, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- m) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- n) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- o) The result declared along with the Scrutinizer's report shall be placed on the website of the Company <http://www.saharaone.in/> and on CDSL website <https://www.evotingindia.com> within 2 (two) days of passing of the resolutions at the AGM and communicated to the Stock Exchanges where the Company shares are listed.

- p) SEBI has decided that securities of listed companies can be transferred only in dematerialized form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.
- q) The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Linkintime India Private Limited /Investor Services Department of the Company by sending a duly signed letter along with self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
- r) All documents referred to in the accompanying Notice and the Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 a.m. to 5:00 p.m.) on all working days, and including the date of the Annual General Meeting of the Company.
- s) Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agents of the Company at the following address:

M/s Link Intime India Private Limited,
C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai-400083.
Email Id-accounts@linkintime.co.in

DIRECTORS' REPORT

To the Members,

Your Directors are submitting the Thirty Ninth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2020.

FINANCIAL / OPERATIONAL RESULTS

FOR THE YEAR ENDED	Year ended 31.03.2020 Rs.(000)	Year ended 31.03.2019 Rs. (000)
Total Income	4956.02	7175.11
Total expenses	63566.99	66648.82
Profit Before tax	(58610.97)	(59473.71)

THE YEAR UNDER REVIEW:

During the year **(2019-20)** under review, the Company has incurred Net Loss of Rs (58610.97) as against loss of (59,47,371) during last fiscal 2018-2019.

DIVIDEND

With a view to conserve resources with the Company, the Board of Directors has decided not to recommend any dividend for the Financial Year 2019-2020.

CAPITAL ISSUE

During the financial year 2019-2020 the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2020, the paid-up Equity Share Capital of the Company is Rs. 21,52,50,000/-. Of the total paid up share capital of the Company, 74.99 % is held by Promoters and Promoter Group, and balance of 25.01 % is held by persons other than Promoters and Promoter Group out of which majority is in dematerialized form.

DIRECTORS :

Shri A.K. Srivastava, Non-Executive Non-Independent Director, is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and being eligible has offered himself for re-appointment. Appropriate resolution for his re-appointment is being placed for the approval of the Members of the Company at the ensuing Annual General Meeting. The brief resume of the Director and other related information has been detailed in the Notice convening the 39th Annual General Meeting of the Company. The Board recommends his re-appointment as Non-Executive Non-Independent Director of the Company.

WOMAN DIRECTOR

In terms of Section 149 of Companies Act, 2013, the Company is required to have a woman director on its Board. Mrs. Rana Zia, Whole time Director is already on the Board of the Company from November 14, 2015 and hence the Company fulfills the requirements of the said section.

INDEPENDENT DIRECTORS:

Pursuant to the provisions of the Companies Act, 2013 ("the Act") and Clause 49 of the erstwhile Listing Agreement, Shri R.S. Rathore, Shri Brijendra Sahay and Shri J.N. Roy were re-appointed as Independent Non-Executive Directors to hold office for five consecutive years from 1st April, 2019 upto 31st March, 2024 by the Members of the Company in the 38th Annual General Meeting held on 30th September, 2019.

Shri R.S Rathore, Shri J.N Roy and Shri Brijendra Sahay, the Independent Directors of the Company 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 149(6) and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company arranged familiarisation programmes for the Independent Directors. Independent Directors have already been informed about their duties, rights, responsibilities and Code of Conduct including various recent changes of the Companies Act, 2013 in the Board Meeting of the Company. The details of familiarisation program for Independent Directors are available on the website of the Company at www.sahara-one.com.

SUBSIDIARIES:

As on 31st March, 2020 your Company has one subsidiary i.e Sahara Sanchaar Limited.

SAHARA SANCHAAAR LIMITED

Sahara Sanchaar Limited is a Public Limited Company incorporated on 11/12/1997 registered under jurisdiction of Registrar of Companies, Kolkata having its registered office at Sahara India Sadan, 2A, Shakespeare Sarani, Kolkata 700071. Sahara Sanchaar Limited has telecasting and broadcasting licence.

AUDITED FINANCIAL STATEMENTS OF THE SUBSIDIARY

The Audited Financial Statements, the Auditors Report thereon and the Board's Report with applicable annexure for the year ended March 31, 2020 for the Subsidiary Companies are annexed along with the Annual Report.

Further a statement containing the salient features of our subsidiary in the prescribed format AOC-1 is appended as Annexure-4 to the Board Report.

The Company has adopted a Policy for determining Material Subsidiaries in terms of Regulation 16(1)© of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Policy, as approved by the Board, is uploaded on the Company's website.

CONSOLIDATED FINANCIAL STATEMENTS:

The Consolidated Financial Statements of the Company is prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The Annual Financial Statements of the subsidiary and related detailed information will be kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary company and will be available to investors seeking information at any time.

AUDIT COMMITTEE:

The Board of Directors of the Company constituted a committee of Directors (in Compliance with Regulations 18 of the SEBI Listing Obligation and Disclosure Requirement Regulations) known as Audit Committee in its meeting held on 30th January 2001 and further re-constituted the same on 29th June 2002, 29th July 2006, 29th April 2008, 30th June 2009, 2nd August 2011 and 8th February 2012. Shri R. S. Rathore is continuing as Chairman of the Audit Committee since 10th March 2008.

In view of the resignation of Shri O.P. Srivastava Non Executive Non- Independent Director and appointment of Shri A.K. Srivastava as an Additional Director in the Board Meeting held on 7th August, 2019. The Audit Committee has been re-constituted presently consisting four Directors as members of Audit Committee viz. Shri R. S. Rathore, Shri A.K. Srivastava, Shri Brijendra Sahay and Shri J. N. Roy and Company Secretary acts as Secretary to the Committee. Out of four committee members, three are Independent Directors and one is Non-executive and Non- Independent Director. The Chairman of the Audit Committee is an independent Director which is in Compliance with the Regulations 18 of the Listing Obligation and Disclosure Requirement Regulations as well as Section 177 of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors of the Company constituted a committee of Directors known as Remuneration Committee in its meeting held on 26th August, 2009 (pursuant to the requirement of Schedule XIII of Companies Act, 1956) to deal with matters related to managerial remuneration of Company as may be required from time to time. The Committee was re-named as "Nomination and Remuneration Committee" pursuant to Section 178 of the Companies Act, 2013 by the Board at its meeting held on 11th August, 2014.

The Committee consists of following members at present:

Shri Brijendra Sahay	Chairman
Shri A.K. Srivastava	Member
Shri R.S. Rathore	Member
Shri J. N. Roy	Member

Ms. Shivani Singh Yadav, Company Secretary acts as Secretary / Convener of the committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of Company had constituted Share Transfer Committee on 10th March, 2000 which was later renamed as Shareholders and Investors Grievances Committee which was further renamed as Stakeholders Relationship Committee as pursuant to Section 178 of the Companies Act, 2013 and was further re-constituted on 3rd April, 2001, 30th January, 2002, 29th July, 2006, 23rd October, 2008, 21st March 2009, 24th March 2010 and 8th November 2012.

In view of the resignation of Shri O.P. Srivastava Non Executive Non- Independent Director and appointment of Shri A.K. Srivastava as an Additional Director in the Board Meeting held on 7th August, 2019, the Committee has been re-constituted.

Following are the members of the committee at present:

Shri A.K. Srivastava	Chairman
Shri R.S. Rathore	Member
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

Ms. Shivani Singh Yadav, Company Secretary acts as Secretary / Convener of the committee.

During the period under review, the Company has not received any complaint from the Shareholders/Investors.

The Stakeholders Relationship Committee Meetings are held whenever required in case the grievances of investors stand unresolved by the Registrar and Share Transfer Agent of Company M/s Link Intime India Pvt. Ltd.

CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance Requirements, as stipulated under the various regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013. A report on Corporate Governance along with Certificate on its Compliance forms a part of the Annual Report.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The details of the vigil mechanism are mentioned in the Corporate Governance Report and also available at www.sahara-one.com.