

**SAHARA ONE  
MEDIA AND ENTERTAINMENT  
LIMITED**

**ANNUAL REPORT**  

---

**2015-2016**



**ANNUAL REPORT 2015-2016****BOARD OF DIRECTORS**

Shri Om Prakash Srivastava  
Shri Ranvir Singh Rathore  
Shri Brijendra Sahay  
Shri Jagdish Narain Roy  
Smt Rana Zia – Whole Time Director

**REGISTERED OFFICE**

Sahara India Point  
CTS 40-44, S.V Road, Goregaon (West)  
Mumbai-400 104

**COMPANY SECRETARY**

Shri Sukhmendra Kumar

**CHIEF FINANCIAL OFFICER**

Shri Prakash Chandra Tripathy

**STATUTORY AUDITORS**

M/s D.S. Shukla & Company  
Chartered Accountants

**INTERNAL AUDITORS**

M/s Chaturvedi & Company  
Chartered Accountants

**BANKERS**

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

**REGISTRAR & SHARE TRANSFER AGENT**

M/s Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup(West)  
Mumbai-400078

**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** 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](mailto:investors@sahara-one.com) **Web site:** [www.sahara-one.com](http://www.sahara-one.com)

## NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the Members of Sahara One Media and Entertainment Limited will be held on Thursday, the 29<sup>th</sup> day of September 2016 at 2:00 P.M. at the Registered Office of the Company at Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai-400104 to transact the following business:-

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2016, Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri O.P. Srivastava, who retires by rotation and being eligible, offer himself for re-appointment.

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded to re-appoint Shri O.P. Srivastava (DIN: 00144000) as Director of the Company with immediate effect and who shall be liable to retire by rotation.”

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

To ratify appointment of Statutory Auditors' M/s D.S Shukla & Co., Chartered Accountants, Mumbai of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 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.

### Special Business:

#### **4. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF COMPANY INTER-ALIA PURSUANT TO THE COMPANIES ACT, 2013**

**To consider and, if thought fit, to pass, with or without modifications the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the draft set of Articles of Association of the Company consisting Clause number 1 to 88, a copy of which is duly signed by Company Secretary for the purpose of Identification as placed before the meeting, be and are hereby approved and adopted as new Articles of Association of the Company.

**RESOLVED FURTHER THAT** Smt. Rana Zia, Whole Time Director, Shri P.C Tripathi, Chief Financial Officer of the Company and Shri Sukhmendra Kumar, Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).”

#### **5. Approval of Material Related Party Transaction Entered by Company with Related Parties under Section 188 of the Companies Act, 2013**

**To consider and if thought fit to pass, with or without modifications, the following resolution as an 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. 18,60,00,000/- approximately by purchase of 60,00,000 (Sixty Lacs) Equity Shares of Sahara Sanchaar Limited of face value of Rs. 10/- each (Rupees Ten Only) each at a consideration of Rs. 31/- (Rupees Thirty One) 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.”

#### **6. Appointment of Smt. Rana Zia as Whole Time 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 recommendation of Nomination and Remuneration Committee and approval of the Board and subject to provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, the consent of the members, be and is hereby accorded to the appointment of Smt Rana Zia (holding DIN 07083262) as a Whole-time Director of the Company for a period of five year w.e.f 14.11.2015 to 13.11.2020, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to Board to alter and vary such terms of appointment and remuneration so as to not to exceed the limit specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Smt Rana Zia.”

Place: New Delhi  
Date: 13<sup>th</sup> August, 2016

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

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

**Sukhmendra Kumar**  
(Company Secretary)

#### **Notes-**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXIES MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE ANNUAL GENERAL MEETING.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged,

at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.

3. 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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai 400 078.
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 15<sup>th</sup> September 2016 to 29<sup>th</sup> September 2016 (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 Authorised Agency to provide e-voting facilities.
  - iii) The Board of Directors has appointed M/s Amarendra Rai & Associates 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 September 22, 2016 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 10:00 A.M. (IST) on September 26, 2016
End of e-voting	Upto 05:00 P.M. (IST) on September 28, 2016
  - vi) The cut-off date (i.e. the record date) for the purpose of e-voting is September 22, 2016.

**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](http://www.evotingindia.com) and select the relevant EVSN / Company for voting.
- b) You can login to the e-Voting system using their user-id (i.e. demat account number), PAN and Date of Birth (DOB) or Bank account number mentioned for the said demat account or folio.
- c) After logging in, you will have to mandatory change their password. This password can be used by you for all future voting on resolutions of companies in which you are eligible to vote. Physical shareholders will have to login with the DOB and Bank details for every voting.
- d) You have to then select the EVSN for which you desire to vote.
- e) You can then cast your vote on the resolutions available for voting.
- f) You can also view the resolution details on the [www.evotingindia.com](http://www.evotingindia.com).
- g) Once you cast the vote, the system will not allow modification of the same.
- h) During the voting period, you can login any number of times till you have voted on all the resolutions. However, once you have voted on a resolution you would not be able to vote for the same resolution but, only view the voting.
- i) Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- j) In case of any query pertaining to e-voting, please contact CDSL Help Desk Number-1800-200-5533 or can email on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- k) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Thursday, September 22, 2016.
- m) 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 authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- n) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- o) 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.
- p) 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.

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT AND RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND AS PER SECTION 118(10) OF THE COMPANIES ACT, 2013 READ WITH SECRETARIAL STANDARDS FOR GENERAL MEETING (SS-2).**

### **Shri O.P. Srivastava**

Shri O.P. Srivastava is a Director of the Company since 10<sup>th</sup> 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 the growth of this Company.

### **Smt Rana Zia**

Smt Rana Zia has experience of more than 30 years in area of marketing and administration. She has obtained Graduation Degree from St. Andrews College Gorakhpur. The Board of Directors is of the opinion that her vast knowledge and varied experience will be of great value to the Company

<b>Name of the Director</b>	<b>Shri O.P. Srivastava</b>	<b>Smt Rana Zia</b>
DIN	00144000	07083262
Age (in Years)	61	59
Remuneration Sought to be Paid	Shri O.P. Srivastava will receive remuneration by way of sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013.	Refer Item No-6 of Explanatory Statement
Terms and Condition for Appointment(s)	Shri O.P. Srivastava is eligible to be re-appointed as Director liable to retire by rotation, as per the provisions of the Companies Act, 2013 and Articles of Association of the Company, subject to the approval of the members of the Company in this AGM.	Refer Item No-6 of Explanatory Statement
Remuneration last drawn from the Company	NIL	Refer Item No-6 of Explanatory Statement
Date of first appointment on the Board of Directors of the Company	10.03.2000	14.11.2015
Shareholding in the Company (as on the date of AGM Notice)	10,00,000 Equity Shares	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Nil	Nil
Number of Board meetings attended during the financial year 2015-16	4	4

List of Directorships held in other Companies, as on March 31, 2016	<ul style="list-style-type: none"> <li>• Sahara India Power Corporation Limited</li> <li>• Sahara Hospitality Limited</li> <li>• Sahara Prime City Limited</li> <li>• Sahara India Life Insurance Company Limited</li> <li>• Sahara India Financial Corporation Limited</li> <li>• Sahara India Medical Institute Limited</li> <li>• Eric City Homes Development Private Limited</li> <li>• SAIN Processing and Weaving Mills Private Limited</li> <li>• Sahara Asset Management Company Private Limited</li> <li>• Sahara Welfare Foundation</li> </ul>	<ul style="list-style-type: none"> <li>• Sahara India Power Corporation Limited</li> <li>• Sahara India Tourism Development Corporation Limited</li> <li>• Sahara India Life Insurance Company Limited</li> <li>• Sahara Infrastructure and Housing Limited</li> <li>• Master Chemicals Limited</li> <li>• Sahara India Commercial Corporation Limited</li> <li>• Sahara Q Shop Unique Products Range Limited</li> <li>• Sahara Q Gold Mart Limited</li> <li>• Sahara Prime City Limited</li> </ul>
Membership/ Chairmanship of Committees of Board of Directors of other companies, as on March 31, 2016****	<ul style="list-style-type: none"> <li>• Sahara India Financial Corporation Limited</li> <li>• Sahara India Life Insurance Company Limited</li> <li>• Sahara Prime City Limited</li> <li>• Sahara India Medical Institute Limited</li> <li>• Sahara Hospitality Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Sahara India Power Corporation Limited</li> <li>• Sahara India Tourism Development Corporation Limited</li> <li>• Sahara India Life Insurance Company Limited</li> <li>• Sahara Infrastructure and Housing Limited</li> <li>• Master Chemicals Limited</li> <li>• Sahara India Commercial Corporation Limited</li> <li>• Sahara Q Shop Unique Products Range Limited</li> <li>• Sahara Q Gold Mart Limited</li> <li>• Sahara Prime City Limited</li> </ul>

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

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

#### ITEM NO. 4

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some Articles in the existing Articles of Association (AOA) are no longer in conformity with the New Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing Articles of Association (AOA) by a new set of Articles which shall be in conformity with the new Companies Act, 2013 in order to avoid any confusion. The proposed new draft Articles of Association (AOA) are being uploaded on the Company's website for perusal by the shareholders.

The draft Articles of Association (AOA) shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No.4 of the Notice for approval by the shareholders.



**ITEM NO-5**

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. 18,60,00,000/- (Rupees Eighteen Crore Sixty Lacs only) approximately by purchasing Equity Shares of Sahara Sanchaar Limited from Sahara India Commercial Corporation Limited as under.

<b>PARTICULARS</b>	<b>TERMS / CONDITIONS</b>
Nature of Shares	Equity Shares
Number of Shares	60,00,000 (Sixty Lac Only).
Face value Per Share	Rs. 10/- (Rupees Ten only).
Consideration per share	Rs. 31.00 (Rupees Thirty One only).
Total Amount	Rs. 18,60,00,000/- (Rupees Eighteen Crore Sixty Lacs only)

The transaction worth is Rs 18,60,00,000/- 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 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. 18,60,00,000/- are "Material" and therefore requires approval of the Company by Ordinary Resolution.

Approval of Members is required by way of Ordinary Resolution for approval of Material Related Party Transaction entered by Company with Related Parties.

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

**ITEM NO-6**

Shri Nitin Raghuvanshi who was appointed as Manager and Principal Officer of the Company resigned from the Company with effect from 01.06.2015. In terms of provisions of Section 203 of the Companies Act, 2013 any vacancy in office of Key Managerial Personnel shall be filled up by the Board within a period of six month from the date of such vacancy. Further pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company vide resolution passed on 14.11.2015 approved appointment of Smt Rana Zia as Whole Time Director of the Company in accordance with the provisions contained in Section 196 and 197 read with Section 203 of the Companies Act, 2013 subject to the approval of members in the General Meeting.

The main terms and conditions relating to the appointment of Smt. Rana Zia as the Whole Time Director, are as follows:

**1. Period: From 14th November, 2015 to 13th November, 2019 i.e. five years.**

**2. Nature of Duties:**

The Whole Time Director shall devote her whole-time attention to the business of the Company and carry out such duties as may be entrusted to her by the Board of Directors from time to time and separately communicated to her and such powers as may be assigned to her, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

**3. Remuneration:**

- i. Salary : Rs 72,839/- per month, with increments effective 1st April, each year, as may be decided by the Board from time to time. The benefits, perquisites and allowances will be as under which may be reviewed by the Board of Directors from time to time.
- ii. Leave Encashment as per policy of the Company
- iii. Gratuity as per policy of the Company
- iv. Medclaim and Personal Accident Insurance – as per the policy of the Company
- v. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of WTD, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, bonus/performance linked incentive as approved by the Board and to the extent permitted under the Act.

- vi. Smt Rana Zia shall be entitled to Sitting Fess for attending Board/Committee meetings in addition to above salary and perquisites.

Approval of Members is required by way of Ordinary Resolution for appointment and payment of remuneration of Smt. Rana Zia as Whole Time Director.

This Explanatory Statement may also be read and treated as disclosure in Compliance with the requirements of Section 190 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution as set out at No 6 of the Notice except Smt. Rana Zia as Director.

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

**Sukhmendra Kumar**  
(Company Secretary)

## DIRECTORS' REPORT

### To the Members,

Your Directors are submitting the Thirty Fifth Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March 2016.

### FINANCIAL / OPERATIONAL RESULTS

FOR THE YEAR ENDED	Year ended 31.03.2016 (Rs.in million)	Year ended 31.03.2015 (Rs.in million)
Total Income	50.865	290.517
Total expenses	347.253	583.145
Profit Before tax	-296.38	-292.68
Provision for taxation (Current, Deferred, earlier year tax and others)	-	36.303
Prior Period income/ (expenses)	0.187	0.282
Surplus after tax and extraordinary items for the Year	-296.575	-329.213
Surplus carried to the Balance Sheet	-	315.234

### THE YEAR UNDER REVIEW:

During the year under review, the company has incurred Net Loss of Rs 296.575 million as against loss of Rs. 329.213 million during last fiscal 2014-2015.

### 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 2015- 2016.

### CAPITAL ISSUE

Company has not made any issue of Shares during the reporting period; hence the Equity Capital of the Company stands the same at Rs. 21,52,50,000/-.

### SAHARA ONE

Sahara One is Sahara One Media and Entertainment Limited's flagship brand in the GEC space in India and is a 24-hour Hindi entertainment channel. It offers its viewers a colorful and vast spectrum of emotions through its wide range of programming. We believe, Sahara TV is dedicated to promoting 'Cohesive viewing', through programmes like 'Jai Jai Jai Bajrangbali', 'Jhilmil Sitaron Ka Aangan Hoga', 'Rishton Ke Bhanwar Mein Uljhi... Niyati- season 2', 'Ghar Aaja Pardesi', 'Haunted Nights', 'Piya Ka Ghar' & 'Tujh Sang Preet Lagayi Sajna', we launched 2 new shows 'Aakhir Bahu Bhu Toh Beti Hi Hai' & 'Firangi Bahu'.

With a strong focus on quality content and innovative programming and promotions, Sahara One Television is poised for a position of strength amongst the mainstream Hindi General Entertainment Channels in India.

'Jai Jai Jai Bajrangbali' from the house of Sagars is one of the most popular shows of our channel. The growing popularity of this mythological show has shown an increasing trend with the show delivering good ratings. Revamped 'Rishton Ke Bhanwar Mein Uljhi... Niyati', 'Jhilmil Sitaron Ka Aangan Hoga' & 'Ghar Aaja Pardesi' continues to entice viewers with focus on family drama.

### KISMAT CONNECTION - SUNDEEP KOACHAR KE SAATH

'Kismat Connection' is the first Indian astrological fiction show based on real life stories. This show will

not only educate people about astrology but also erase the superstitions related to Astrological norms that currently exist. Astrology in India has many versions varying according to different regions, being a diversified country. Hence, we bring you the very well known Astrologer 'Sundeeep Koachar' who will host this show as well as change the definition of Astrology which is more like a science than a superstition. He will orate the meaning of Astrology as a science which if read in the right way can depict the reasons for happenings in an individual's life and how it can be a way of life if accepted the way it actually is. The format of the show would be five episodes that would denote one story. And every week there would be new incidents and new dimensions of astrology that will be explored in the show.

### NEW PACKAGING AND CONTENT REVISED:

Sahara One will be seeing a total revamp as far as the look is concerned from the 7<sup>th</sup> of July. The entire packaging and color combination has been revised except for the significant logo. Shows are going through a dramatic content change to keep the viewers hooked and in future new improved good quality shows are planned.

### FILMY

The group is committed towards family entertainment in Bollywood cinema space. Filmy continues to fascinate the film buffs of India with variety of films library ranging from comedy, romance, action, and thrillers, romantic and patriotic films.

The coming year will see some changes in the packaging of the channel. Besides this we also plan to launch new interstitials to help our viewers relish the taste of world class entertainment content in films genre. Our library includes famous films like Ragini MMS, Gair, Devdas, Indra-The Tiger, Darna Jaruri Hai, Mangal Pandey, Kabhi Haan Kabhi Na, Dum Maro Dum, Shadi Number1, Tum Mile and many more ...way forward

Wake up Sid, Musafir, Ek Duje Ke Liye, Kaminey, Jodha Akbar, Delhi 6, Dil Chata Hai, and many more.

'Mere Bhains Ko Anda kyo Mara' is an iconic humorous show which makes the audiences laugh and brings them back to the channel again and again. Filmy, besides adding value to the entire bouquet of TV channels is also a force which backs up the sales team adding to the Gross revenue.

### FIRANGI

The channel was launched on DD Direct (Doordarshan DTH Service) and select private DTH services, making it available to newer viewers on an all India basis. The channel offers dubbed international shows and dubbed world movies at present. The channel is in the process of transformation- it will be a free to air channel in the GEC genre available on analog cable.

Bollywood music content has formidable impact on its consumers. India has gathered recent success stories in the form of television and radio content around retro music this is going to be India's first scientifically designed retro music channel that is true to its format. The channel intends to cater to retro music lovers their favorite Bollywood music 24 x 7... With almost 46% of total population of India with age 25 and above, Retro market has strong available viewers and we are planning to get their attention by giving them properly designed Retro music channel.

### SAHARA MOTION PICTURES

Sahara Motion Pictures (SMP) has been known for producing big budget movies from commercially acclaimed directors like Ram Gopal Verma, Anees Bazmee and Priyadarshan, and at the same time supporting the cause of good cinema with films directed by critically acclaimed directors like Shyam Benegal, Madhur Bhandarkar and Nagesh Kukunoor. While the first has lead to box office hits like 'No Entry', 'Wanted' and 'Malamaal Weekly', the second has lead to the movies receiving the highest recognition in Indian Cinema with 5 national Awards for Shyam Benegal's 'Bose - The Forgotten hero' and Madhur Bhandarkar's 'Page 3'.

The year was focused on sourcing and developing new scripts and building a better creative bank. Pre-production work started on the sequel of "No Entry" as Salman Khan's has allotted dates from mid 2014.

Films slated to release in 2015- 2016 are:

- The Loving Doll: Directed by Pavan Kaul. Starring: Diana Hayden, Karan Singh Grover, Kitu Gidwani.
- It's My Life: Directed by Anees Bazmi. Starring: Harman Baweja, Genelia D'Souza.
- Mumbai Cutting: 11 esteemed Directors like Anurag Kashyap, Kundan Shah and Sudhir Mishra come together to present a collection of 11 short films. Starring Raima Sen, Soha Ali Khan, Jimmy Shergil and others
- Coffee Shop: A romantic film with a story showing that a lot can happen over a cup of coffee.
- Bhopal

As of July 2013 SMP has finished shoot of their first in-house production and currently the post production work is on and is tentatively titled 'The Loving Doll' -a horror film based on a strong relationship bond.

The way forward being stories with 'wholesome entertainment', SMP aims towards sustaining the title of a trustworthy and bankable banner in the field of movie entertainment.

The slate of films being worked upon in 2014- 2015 are:

Movie	Cast	Director	Production
No Entry 2	Anil Kapoor, Salman Khan, Fardeen Khan & 10 Actresses	Anees Bazmee	In association with BSK Entertainment

#### DIRECTORS:

Shri O. P. Srivastava, Director of the Company is retiring by rotation and is eligible for re-appointment in accordance with the provisions of Section 152 of the Companies Act, 2013 and Article 89 of Company's Articles of Association. Hence the Board recommends name of Shri O. P. Srivastava for re-appointment as Director of the Company in the ensuing Annual General Meeting, who will be liable to retire by rotation.

Smt Rana Zia has been appointed as Whole Time Director of the Company under Section 196, 197 and 203 of the Companies Act, 2013 read with Schedule V to the Companies Act for a period of 14.11.2015 to 13.11.2020 subject to approval of Shareholders at ensuing Annual General Meeting of the Company.

The Board also recommends the name of Smt Rana Zia as Whole Time Director in the notice of ensuing Annual General Meeting for passing of resolution by shareholders of the Company and the resolution proposing her appointment as the Whole Time Director forms part of the Notice of the Annual General Meeting.

Shri Boney Surinder Kapoor has resigned as Director of the Company w.e.f. 14.11.2015.

#### INDEPENDENT DIRECTORS:

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

#### 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 30<sup>th</sup> January 2001 and further re-constituted the same on 29<sup>th</sup> June 2002, 29<sup>th</sup> July 2006, 29<sup>th</sup> April 2008, 30<sup>th</sup> June 2009, 2<sup>nd</sup> August 2011 and 8<sup>th</sup> February 2012. Shri R. S. Rathore is continuing

as Chairman of the Audit Committee since 10<sup>th</sup> March 2008. At present the Company has four Directors as members of Audit Committee viz. Shri R. S. Rathore, Shri O.P. 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 Promoter 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 26<sup>th</sup> 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 11<sup>th</sup> August, 2014. The Committee consists of following members at present:

Shri R. S. Rathore	Chairman
Shri O.P. Srivastava	Member
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

During the year under review, meetings of the Nomination and Remuneration Committee of the Company were held on 14<sup>th</sup> November, 2015 and 14<sup>th</sup> February, 2016.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Board of Directors of Company had constituted Share Transfer Committee on 10<sup>th</sup> 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 3<sup>rd</sup> April, 2001, 30<sup>th</sup> January, 2002, 29<sup>th</sup> July, 2006, 23<sup>rd</sup> October, 2008, 21<sup>st</sup> March 2009, 24<sup>th</sup> March 2010 and 8<sup>th</sup> November 2012.

Following are the members of the committee at present:

Shri O.P. Srivastava	Chairman
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

Shri Sukhendra Kumar, 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. No Meetings of Stakeholders Relationship Committee of the Company were held during the financial year 2015-2016.

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 [investors@saharaone.com](mailto:investors@saharaone.com)

### CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility, are not applicable to the Company.

### NOMINATION AND REMUNERATION POLICY

The Company has adopted a Nomination & Remuneration Policy, attached as Annexure-1 to this Report.

### EXTRACT OF ANNUAL RETURN:

The information required under Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extracts of Annual Return of the Company in prescribed format is annexed herewith marked as Annexure 2 to this Report

### PERSONNEL:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the prescribed format and annexed herewith marked as Annexure to this Report. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the Report and the accounts are being sent to the members excluding the aforesaid Annexure 3. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company.

### RELATED PARTY TRANSACTIONS

The details of transactions entered into with the Related Parties during the year 2015-16 are enclosed as Annexure 4.

### PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITY PROVIDED

Details of loans, guarantees, investments and security provided pursuant to the provisions of Section 186 of the Companies Act, 2013, are provided in notes forming part of the financial statements.

### BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of its committees. The performance of individual directors was evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, time devoted etc.

### ADEQUACY OF INTERNAL FINANCIAL CONTROL

Your Company Internal Financial Control System are Commensurate with the nature, size and complexity of the Business and Operations. They are routinely tested and certified by Internal Auditors. Significant Audit Observation and the Follow up actions are reported to the Audit Committee.

### STATUTORY AUDITORS:

M/s D. S. Shukla & Co., Chartered Accountants, Mumbai, were appointed as the Statutory Auditors of the Company for a period of five years since end of the Annual General Meeting of the Company held on 26<sup>th</sup> September, 2014, subject to ratification by Shareholders at each Annual General Meeting to be held hereafter.

In view of this, the matter is being placed before the members to consider the ratification of appointment of M/s D. S. Shukla & Co., as Statutory Auditors of the Company as per recommendation of the Board of Directors of the Company.

### AUDITORS' REPORT:

M/s D. S. Shukla & Co., Statutory Auditors, submitted their Audit Report for the Financial Year 2015-2016. The auditor has qualified the following points, the reply of management to which is as under:

- 1. An Amount of Rupees 70,42,72,243/- is outstanding as recoverable from debtors and continuing beyond stipulated period of recovery. The management, based on internal assessments and**

evaluations, have represented that these debtors amount are fully recoverable and no provision is necessary as at balance sheet date. However, in absence of any convincing evidence, we are of the opinion that this amount should be considered as doubtful and requires appropriate provisioning.

Our Reply

The Company has extended credit from time to time as per the market practice and regular follow up is being done to recover the same and the management is confident to recover the same. Hence no provision made by the management.

2. **Amount of Rupees 57,88,82,469/- is outstanding which comprises of advances towards purchase/production of films. The management has explained that such advances have been given in the normal course of business and are fully recoverable. However, in our opinion amount is doubtful of recovery as these are outstanding/ remained unadjusted for long period of time. Further, balance confirmations from these parties have also not been provided to us.**

Our Reply

For Amount of Rupees 57,88,82,469/- which comprises of advances towards purchase/production of films given to S.K. Enterprises a legal notice has been issued for the same on 30th May, 2016 and regular follow up of the same is being done by the Management officials and Company is confident of recovering the same amount with interest, hence no provisioning required

3. **Reference is invited to Note 30 to the financial statements regarding deposit of Rupees. 69,40,27,883/- to Sahara-SEBI Refund account in the matter of dispute in respect of repayment of Optionally Fully Convertible Debentures (OFCDs) by two group companies, namely M/s Sahara India Real Corporation Limited & Sahara Housing Investment Corporation Limited, the Hon'ble Supreme Court of India vide its order dated 21-11-2013 had directed that Sahara Group of Companies shall not part with movable and immovable properties and accordingly Security and Exchange Board of India (SEBI) has seized the company's Fixed Deposit and Non Current Investment. Subsequent to this, Hon'ble Supreme Court vide it's order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. However, we are unable to ascertain whether this amount is fully recoverable or not and its further impact, if any, that may arise in case if this amount is subsequently determined to be doubtful of recovery.**

Our Reply

Pursuant to the order of Hon;ble Supreme Court of India Rupees. 69,40,27,883/- has been transferred to Sahara-SEBI Refund account, though the Company is not related in any way with the dispute. The matter is subjudice in Supreme Court and Management is fully confident that amount is fully recoverable hence no provisioning required. As the Company is not in any way involved in litigations the management is fully confident that amount transferred by order of Hon;ble Supreme Court of India will be refunded back once the final order is being passed by Hon'ble Supreme Court of India

## DETAILS OF BOARD MEETINGS

During the financial year under review, Four meetings of the Board of Directors were held, details of which have been provided in the Corporate Governance Report.

## SECRETARIAL AUDITORS:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board has appointed M/s C.P Shukla & Co., Company Secretaries, Lucknow, a firm of Company Secretaries in Practice, to conduct Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as Annexure 5 to this Report.

## PUBLIC DEPOSITS:

The Company has not accepted any public deposit during the year under review.



### **PARTICULARS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS), RULES, 1988:**

Information required to be provided under Section 134(3) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 in relation to Conservation of energy and technology absorption are currently not applicable to the Company. Particulars of foreign currency earnings and outgo during the year are given as hereunder:

Foreign Currency Earnings (Accrual Basis) - Rs. 36,618

Foreign Currency Expenditures (Accrual Basis) - Rs. Nil

### **CORPORATE GOVERNANCE:**

Corporate Governance Guidelines as specified in the Listing Agreement with Stock Exchanges is applicable to the Company from the Financial Year 2001-02. The Company has complied with the Guidelines of Corporate Governance and a separate report on the Corporate Governance is forming part of this Annual Report. A Certificate by Practicing Company Secretary on the Compliance with the guidelines of the Listing Agreement on the Corporate Governance is forming part of this Annual Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors, based on the representation received from the operating management, confirm that:-

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures, if any, and there is no material departure from following the accounting Standards.
- (b) they have, in selection of accounting policies, consulted the Statutory Auditors and have applied them consistently and made judgment and estimates that are reasonable and prudent, so as to give true and fair view of the state of affairs of the Company as at the end of the Financial Year and of the Profit or Loss of the Company for that period.
- (c) they have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- (d) they have prepared the Annual Accounts on a Going Concern basis, and
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **GENERAL**

There have been no material changes and commitments, which can affect the financial position of the Company between the end of the financial year and the date of this Report.

Statutory Auditors of the Company have not reported any incident related to fraud during the financial year 2015-16 to the Audit Committee or Board of Directors under section 143(12) of the Companies Act 2013.

### **ACKNOWLEDGEMENTS:**

Your Directors acknowledge with thanks the support and co-operation extended by the Investors, Bankers, Business Associates and employees at all levels for their valuable patronage.

For and on behalf of the Board of Directors of

**Sahara One Media and Entertainment Limited**

**O. P. Srivastava**  
(Director)

DIN-00144000  
Place: New Delhi  
Date: 13<sup>th</sup> August, 2016

**Rana Zia**  
(Whole Time Director)

DIN-07083262

## ANNEXURE TO DIRECTORS' REPORT-1

**SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED****Nomination and Remuneration Policy**

The Board of Directors of 'Sahara One Media and Entertainment Limited' ("the Company") constituted the "Nomination and Remuneration Committee".

The earlier 'Remuneration Committee' formed as per the Listing Agreement was re-constituted / re-named as 'Nomination and Remuneration Committee' ("The Committee") by Board of Directors of company at their meeting held on 11th August, 2014.

The committee consists of 3 Independent Directors and a Promoter Non Executive Director.

**1. OBJECTIVE:**

The Nomination and Remuneration Committee and this Policy shall be in Compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules framed thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015.

The main objectives of the Committee would be as under:

- 1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;

**2. DEFINITIONS:**

1. **The Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2. **Board** means Board of Directors of the Company.
3. **Directors** mean Directors of the Company.
4. **Key Managerial Personnel** means
  - a) Chief Executive Officer or the Managing Director or the Manager;
  - b) Whole-time director;
  - c) Chief Financial Officer;
  - d) Company Secretary; and
  - e) such other officer as may be prescribed.
5. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

**3. MEMBERS:**

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.
- e) Frequency of meeting as and when required.
- f) Company Secretary and Chief Financial Officer shall be ex-officio member of the committee.

#### **4. ROLE OF COMMITTEE:**

##### **4.1. Matters to be dealt with, considered, perused and recommended to the Board by the Nomination and Remuneration Committee:**

The Committee shall:

- a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- c) Recommend to the Board regarding appointment and removal of Director, KMP and Senior Management Personnel.

##### **4.2. Policy for appointment and removal of Director, KMP and Senior Management:**

###### **4.2.1. Appointment criteria and qualifications:**

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess necessary qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are adequate, sufficient and satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

###### **4.2.2. Term / Tenure:**

###### **a) Managing Director/Whole-time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

###### **b) Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### **4.2.3. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval.

#### **4.2.4. Removal:**

The Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions of the said Act, rules and regulations. The Committee may recommend such removal on account of any disqualification as mentioned in the Act or under any other applicable Act, rules and regulations thereunder.

#### **4.2.5. Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age in the interest of the Company.

### **4.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel:**

#### **4.3.1. General:**

- a. The Committee shall determine the remuneration / compensation / commission etc. payable to the Whole-Time Director, KMP and Senior Management Personnel and recommend the same to the Board for its approval. The said remuneration / compensation / commission etc. shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required as per the provisions of the Act and rules framed thereunder.
- b. The remuneration and commission to be paid to the Whole-time Director shall be in compliance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act and rules framed thereunder.
- c. The increments if any to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- d. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **4.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**

##### **a) Fixed payment:**

The Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board / any Person authorized by the Board in this behalf on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required in accordance with requirements of the Act and Rules framed thereunder.

**b) Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, then it can pay such remuneration only with the previous approval of the Central Government.

**c) Provisions for excess remuneration:**

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, wherever required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

**4.3.3. Remuneration to Non- Executive / Independent Director:**

**a) Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

**b) Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee/s thereof. Provided that the amount of such fees shall not exceed the amount of fees payable for meeting of the Board of Directors or Committee or such amount as may be prescribed by the Central Government from time to time.

**c) Commission:**

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

**d) Stock Options:**

As per Companies Act 2013 as amended from time to time an Independent Director shall not be entitled to any stock option of the Company.

**5. CHAIRPERSON:**

- a) Chairperson of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

**6. COMMITTEE MEMBERS' INTEREST:**

- a) A member of the Committee should not be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

**7. SECRETARY:**

The Company Secretary of the Company shall act as Secretary of the Committee.

**8. VOTING:**

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## 9. DUTIES IN RELATION TO NOMINATION MATTERS:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that an appropriate induction is in place for new Directors and members of Senior Management and for reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions of the Act;
- c) Identifying and recommending Directors who are to be considered for retirement by rotation.
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Establishing a formal, systematic and transparent procedure for selection of new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company and any matters related thereto subject to the provision of the law and their service contract.
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Considering and determining any other matters, as may be referred to the Committee by the Board from time to time.

## 10. DUTIES IN RELATION TO REMUNERATION MATTERS:

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the Remuneration Policy, based on the performance and also ensuring that the remuneration is reasonable and sufficient to attract, retain and motivate Board members and such other factors as the Committee shall deem appropriate pertaining to all elements of the remuneration of the members of the Board.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company ensuring to maintain a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) To consider and decide about the matters relating to Professional indemnity and liability insurance for Directors and senior management.
- d) To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- e) To consider any other matters as may be referred to the Committee by the Board.

## 11. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required under the provisions of the Act and Rules framed thereunder.

## 12. MINUTES OF COMMITTEE MEETING:

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be placed before the Board at the subsequent meetings of Board and the Committee.

**ANNEXURE – 2**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**As on the financial year ended on 31st March, 2016**  
*[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS:**

CIN:	L67120MH1981PLC024947
Registration Date:	06.08.1981
Name of the Company:	SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED
Category/ Sub-Category of the Company:	<b>Company Limited by shares /Indian Non- Government Company</b>
Address of the registered office and contact details:	Sahara India Point, CTS 40 - 44, S.V. Road, Goregaon (West), Mumbai - 400 104, Maharashtra, India. Telephone (with STD Code) : 022-42931818 Fax Number : 022-42931870 Email Address : investors@sahara-one.com Website: www.sahara-one.com
Whether listed company:	<b>YES</b>
Name, Address and Contact details of Registrar and Transfer Agent, if any:	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Maharashtra. Telephone : 022-25963838 Fax Number : 022-25946969 Email Address : mumbai@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S.No	Name and Description of main products/services	NIC Code of the Product/ Services	% to total turnover of the Company
	Motion Picture, Video Tape and Television Programme Production		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

No	Subsidiary Companies	/	No	Holding Companies	
S.No	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of total Equity:**
**i) Category Wise Shareholding:**

Categories of Shareholders	No. of Shares held at the beginning of the year				No. of the shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1. Indian</b>									
a) Individual	8375000	0	8375000	38.908	8375000	0	8375000	38.908	0%
b) Central Govt.	0	0	0	0.000	0	0	0	0%	0%
c) State Govt(s)	0	0	0	0.000	0	0	0	0%	0%
d) Bodies Corporate	7766702	0	7766702	36.082	7766702	0	7766702	36.082	0%
e) Banks/FIs	0	0	0	0.000	0	0	0	0%	0%
f) Any other(s)	0	0	0	0.000	0	0	0	0%	0%
<b>Sub Total(A)(1)</b>	<b>16141702</b>	<b>0</b>	<b>16141702</b>	<b>74.990</b>	<b>16141702</b>	<b>0</b>	<b>16141702</b>	<b>74.990</b>	<b>0%</b>
<b>2. Foreign</b>									
a) NRIs Individual	0	0	0	0.000	0	0	0	0%	0%
b) Other Individuals	0	0	0	0.000	0	0	0	0%	0%
c) Bodies Corporate	0	0	0	0.000	0	0	0	0%	0%
d) Banks/FI	0	0	0	0.000	0	0	0	0%	0%
e) Any other(s)	0	0	0	0.000	0	0	0	0%	0%
<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
<b>Total Shares of Promoters(A)=(A)(1)+(A)(2)</b>	<b>16141702</b>	<b>0</b>	<b>16141702</b>	<b>74.990</b>	<b>16141702</b>	<b>0</b>	<b>16141702</b>	<b>74.990</b>	<b>0%</b>
<b>B. Public shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/UTI	0	0	0	0.000	0	0	0	0%	0%
b) Banks/FI	0	0	0	0.000	0	0	0	0%	0%
c) Central Govt.	0	0	0	0.000	0	0	0	0%	0%
d) State Govt.	0	0	0	0.000	0	0	0	0%	0%
e) Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
f) Insurance Companies	0	0	0	0.000	0	0	0	0%	0%
g) FII	0	0	0	0.000	0	0	0	0%	0%
h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0%	0%
i) Any Other	0	0	0	0.000	0	0	0	0%	0%
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
<b>2. Non-institutions</b>									
a) Bodies Corporate	-	-	-	-	-	-	-	-	-
i) Indian	5184153	2000	5186153	24.094	5192480	2000	5194480	24.132%	0.160%
ii) Overseas	0	0	0	0.000	0	0	0	0%	0%
b) Individuals									
i) Individuals shareholders holding nominal share capital up to Rs 1 lakh	136684	37307	173991	0.808	148925	37307	186232	0.865	6.057%



Categories of Shareholders	No. of Shares held at the beginning of the year				No. of the shares held at the end of the year				% Change during the year
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	21754	0	21754	0.101	0	0	0	0%	
c) Other (specify)	-	-	-	-	-	-	-	-	-
Hindu Undivided Family	86		86	0.000	86		86	0.000	0%
Clearing Members	484		484	0.002	672	0	672	0.003	-27.976
NRI (Repat)	830	0	830	0.004	1818	0	1818	0.008	54.345
NRI (Non Repat)	0	0	0	0.000	10	0	10	0.000	0%
<b>Sub-Total (B)(2)</b>	<b>5343991</b>	<b>39307</b>	<b>5383298</b>	<b>25.010</b>	<b>5343991</b>	<b>39307</b>	<b>5383298</b>	<b>25.010</b>	<b>0%</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>5343991</b>	<b>39307</b>	<b>5383298</b>	<b>25.010</b>	<b>5343991</b>	<b>39307</b>	<b>5383298</b>	<b>25.010</b>	<b>0%</b>
C. Shares held by Custodians for GDRs & ADRs	0	0	0	0.000	0	0	0	0%	0%
<b>Grand Total (A)+(B)+(C)</b>	<b>21485693</b>	<b>39307</b>	<b>21525000</b>	<b>100.000</b>	<b>21485693</b>	<b>39307</b>	<b>21525000</b>	<b>100.000</b>	<b>0%</b>

**ii) Shareholding of Promoters:**

S.No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shares during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares	
1.	Shri Subrata Roy Sahara	5200000	24.16	0.00	5200000	24.16	0.00	0%
2.	Smt Swapna Roy	350000	1.63	0.00	350000	1.63	0.00	0%
3.	Shri O.P. Srivastava	1000000	4.65	0.00	1000000	4.65	0.00	0%
4.	Shri J.B. Roy	1000000	4.65	0.00	1000000	4.65	0.00	0.00
5.	Shri Ishtiaque Ahmad	825000	3.83	0.00	825000	3.83	0.00	0%
6.	Sahara India Financial Corporation Limited	3076912	14.29	0.00	3076912	14.29	0.00	0%
7.	Sahara Prime City Limited	3261790	15.15	0.00	3261790	15.15	0.00	0%
8.	Sahara India Commercial Corporation Limited (For SIMC)	825000	3.83	0.00	825000	3.83	0.00	0%
9.	Sahara India Commercial Corporation Limited	413500	1.92	0.00	413500	1.92	0.00	0%
10.	Sain Processing and Weaving Mills Private Limited	189500	0.88	0.00	189500	0.88	0.00	0%

<b>Total</b>	16141702	74.99	0.00	16141702	74.99	0.00	0%
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### iii) Change in Promoter's Shareholding: NO CHANGES

1.	Shri	Subrata	Roy	Sahara	
Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	At the Beginning of the Year	5200000	24.16	5200000	24.16
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	<b>No Change during the year</b>			
3	At the end of the Year	5200000	24.16	5200000	24.16

2.	Smt	Swapna	Roy		
Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	At the Beginning of the Year	350000	1.63	350000	1.63
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	<b>No Change during the year</b>			
3	At the end of the Year	350000	1.63	350000	1.63

3.	Shri	O.P.	Srivastava		
Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	At the Beginning of the Year	1000000	4.65	1000000	4.65
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	<b>No Change during the year</b>			
3	At the end of the Year	1000000	4.65	1000000	4.65

4.	Shri J.B. Roy				
Sl. No.	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	
1	At the Beginning of the Year	1000000	4.65	1000000	4.65
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	<b>No Change during the year</b>			
3	At the end of the Year	1000000	4.65	1000000	4.65

## 5. Shri Ishtiaque Ahmad

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	825000	3.83	825000	3.83
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	No Change during the year			
3	At the end of the Year	825000	3.83	825000	3.83

## 6. Sahara India Financial Corporation Limited

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	3076912	14.29	3076912	14.29
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	No Change during the year			
3	At the end of the Year	3076912	14.29	3076912	14.29

## 7. Sahara Prime City Limited

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	3261790	15.15	3261790	15.15
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	No Change during the year			
3	At the end of the Year	3261790	15.15	3261790	15.15

## 8. Sahara India Commercial Corporation Limited (For SIMC)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	825000	3.83	825000	3.83
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	No Change during the year			
3	At the end of the Year	825000	3.83	825000	3.83

## 9. Sahara India Commercial Corporation Limited

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	413500	1.92	413500	1.92
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	No Change during the year			
3	At the end of the Year	413500	1.92	413500	1.92

## 10. Sain Processing and Weaving Mills Private Limited

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	189500	0.88	189500	0.88
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	No Change during the year			
3	At the end of the Year	189500	0.88	189500	0.88

## iv) Shareholding Pattern of top ten Shareholders (Other than Directors, promoters and Holders of GDRs and ADRs):

## 1. BENNETT, COLEMAN AND COMPANY LIMITED

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	1,100,000	5.110	1099722	5.109
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	23.05.2014 Other	278		
3	At the end of the Year	10000	9.56	10000	9.56

## 2. MGK INFRASTRUCTURE PVT LTD

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	1,066,487	4.955%	1,066,487	4.955%
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	No Change during the year			
3	At the end of the Year	1,066,487	4.955%	1,066,487	4.955%

**3. BLUE CRYSTAL INFRASTRUCTURE PRIVATE LIMITED**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	1,066,486	4.955%	1,066,486	4.955%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	<b>No Change during the year</b>			
3	At the end of the Year	1,066,486	4.955%	1,066,486	4.955%

**4. NSC INFRASTRUCTURE PRIVATE LIMITED**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	1,066,486	4.955%	1,066,486	4.955%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	<b>No Change during the year</b>			
3	At the end of the Year	1,066,486	4.955%	1,066,486	4.955%

**5. GANDEVI COMMERCE PRIVATE LIMITED**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	22,411	0.104%	271527	1.261%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	22.08.2014 05.09.2014 10.10.2014 07.11.2014 Transfers			
3	At the end of the Year	22,411	0.104%	271527	1.261%

**6. HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	250,950	1.166%	250,950	1.166%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	<b>No Change during the year</b>			
3	At the end of the Year	250,950	1.166%	250,950	1.166%

## 7. MENTOR CAPITAL LIMITED

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	224,986	1.045%	224986	1.045%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	No Change during the year			
3	At the end of the Year	224,986	1.045%	224986	1.045%

## 8. DLM CONSTRUCTION PRIVATE LIMITED

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	22,200	0.103%	22200	0.103%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	No Change during the year			
3	At the end of the Year	22,200	0.103%	22200	0.103%

## 9. SYNERGY MONEYCONTROL PRIVATE LIMITED

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	0.000	0%	20997	0.098%
2	Date wise increase/ decrease in promoters Shareholding during the Year Reason for increase/ decrease	20 Jun 2014	Transfer		
		11 Jul 2014	Transfer		
		18 Jul 2014	Transfer		
		25 Jul 2014	Transfer		
		08 Aug 2014	Transfer		
		15 Aug 2014	Transfer		
		22 Aug 2014	Transfer		
		12 Sep 2014	Transfer		
		30 Sep 2014	Transfer		
		17 Oct 2014	Transfer		
		24 Oct 2014	Transfer		
		21 Nov 2014	Transfer		
		28 Nov 2014	Transfer		
		05 Dec 2014	Transfer		
		19 Dec 2014	Transfer		
		31 Dec 2014	Transfer		
		02 Jan 2015	Transfer		
		23 Jan 2015	Transfer		
3	At the end of the Year	0.000	0%	20997	0.098%

**10. KHOSLA AND KHOSLA ASSOCIATES LIMITED**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	At the Beginning of the Year	14,900	0.069%	14900	0.069%
2	Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	No Change during the year			
3	At the end of the Year	14,900	0.069%	14900	0.069%

**v) Shareholding of Directors:**

S I . No.	Name	Period	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	SHRI OM PRAKASH SRIVASTAVA	At the Beginning of the Year	1,000,000	4.646%	1000000	4.646%
		Date wise increase/decrease in promoters Shareholding during the Year Reason for increase/decrease	No Change during the year			
		At the End of the Year	1,000,000	4.646%	1000000	4.646%

**V. INDEBTEDNESS**
**Indebtedness of the Company including interest outstanding/accrued but not due for payment NO SECURED LOANS**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits
<b>Indebtedness at the beginning of the financial year</b>			
1. Principal Amount:	-	-	-
2. Interest due but not paid	-	-	-
3. Interest accrued but not paid:	-	-	-
<b>Total</b>	-	-	-
<b>Change in Indebtedness during the financial year</b>			
1. Addition	-	-	-
2. Reduction	-	-	-
<b>Net Change</b>	-	-	-
<b>Indebtedness at the end of the financial year</b>			
1. Principal Amount:	-	-	-
2. Interest due but not paid	-	-	-
3. Interest accrued but not paid:	-	-	-
<b>Total</b>	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL(Rs.)

### a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No	Particulars of Remuneration	Name of MD/WTD/Manager/ Executive Director			Total Amount
		Shri Boney Kapoor (Whole Time Director) Resigned w.e.f 14.11.2015	Shri Suresh Mishra (Manager / Principal Officer resigned w.e.f.01.11.2014)	Shri Nitin Raghuvanshi (Manager / Principal Officer appointed w.e.f. 01.11.2014 and resigned w.e.f.01.06.2015)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0 0 0 0	28,44,399 0 0 0	19,37,458 0 0 0	47,81,857 0 0 0
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	0	28,44,399	19,37,458	47,81,857
	Ceiling as per the Act	-	-	-	-

### b) Remuneration to other Directors:

S.No	Particulars of Remuneration	Name of Director			Total Amount (Rs.)
		Shri R.S. Rathore	Shri Brijendra Sahay	Shri J.N. Roy	
3.	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	180000 0 0	100000 0 0	180000 0 0	460000 0 0
	Total (1)	180000	100000	180000	460000
4.	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	180000 0 0	Smt Rana Zia 0 0		180000
	Total (2)	180000	0	0	180000
	Total (B)=(1+2)	360000	100000	180000	640000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

### c) Remuneration to key managerial personnel other than MD/Manager/WTD:

S.No	Particulars of Remuneration	Key Managerial Personnel			
		Smt Rana Zia WTD(Appointed w.e.f. 14.11.2015)	Shri P.C Tripathi (Appointed w.e.f. 14.02.2016)	Shri Sukhendra Kumar (Appointed w.e.f. 14.11.2015)	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	72,839	0 0	29,000 0 0	0 0 0



2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
	Total (A)	3,64,195	85,275	1,45,625	5,94,735

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any(give Details)
<b>A.COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**For Sahara One Media and Entertainment Limited**

**O. P. Srivastava**  
 (Director)  
 DIN- 00144000  
 Place: New Delhi  
 Date: 13<sup>th</sup> August, 2016

**Rana Zia**  
 (Whole Time Director)  
 DIN- 07083262

## Annexure-3

Details of remuneration under section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended **March 31, 2016:**

S.No	Name of the Director	Remuneration of Director/KMP for the Financial Year 2015-2016	Remuneration of Director/KMP for the Financial Year 2014-2015	Percentage Increase in Remuneration in the Financial Year 2015-2016	Ratio of Director Remuneration to the Median Remuneration of Employees
<b>Executive Director</b>					
1.	Mrs Rana Zia	3,64,195	Nil	Not Comparable since She was employed for the part of FY 2015-2016	
<b>Non Executive Non Independent Director</b>					
2.	Shri O.P. Srivastava	Nil	Nil	N.A	N.A
<b>Non-Executive Independent Director</b>					
3.	Shri Ranvir Singh Rathore	Nil	Nil	N.A	N.A
4.	Shri Brijendra Sahay	Nil	Nil	N.A	N.A
5.	Shri Jagdish Narain Roy	Nil	Nil	N.A	N.A
<b>Key Managerial Personnel other than Executive Directors</b>					
6	Shri Prakash Chandra Tripathi	85,275			
7	Shri Sukhmendra Kumar	1,45,625			

## Annexure-4

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Sahara India Commercial Corporation Limited Nature of relationship- Major shareholders having control over the companies.
b)	Nature of contracts/arrangements/transaction	Advance given for Purchase of Equity Shares of Sahara Sanchaar Limited from Sahara India Commercial Corporation Limited
c)	Duration of the contracts/arrangements/transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Terms and conditions of the contract are specified in the AGM Notice. Value Rs.186000000
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	-

## ANNEXURE TO DIRECTOR'S REPORT

## FORM NO. MR.3

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016**  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,  
Sahara One Media And Entertainment Ltd.  
Sahara India Point, CTS 40-44, S.V. Road,  
Goregaon (West),  
Mumbai- 400104

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by Sahara One Media And Entertainment Limited (hereinafter called "the Company") Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit,

We hereby report that in Our opinion the Company has, during the audit period ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of :

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**Not applicable to the Company during the Audit period**);
  - d. The Securities and Exchange Board Of India (Employees Stock Option Scheme And Employees Stock Purchase Scheme) Guidelines, 1999/ Securities and Exchange board of India ( Share Based Employee Benefits) Regulations,2014 (effective 28<sup>th</sup> October 2014) (**Not applicable to the Company during the Audit period**);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,2008 (**Not applicable to the Company during the Audit period**);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not applicable to the Company during the Audit period**);
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,

2009; and **(Not applicable to the Company during the Audit period);**

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period);**

**VI. Other laws applicable specifically to the Company namely :**

- (a) The Cable Television Networks Regulations' Act, 1995 and rules, regulations made thereunder (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ;
- (b) The Cable Television Networks Rules 1994 and (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ;
- (c) The Policy Guidelines for Uplinking of Television Channels from India issued by Ministry of information and Broadcasting (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ; and
- (d) The DTH Guidelines regulated by the Telecom Regulatory Authority Of India (TRAI) (the law, which is applicable specifically to the Company, being producer and broadcaster of news and current affairs programs) ;

(We have been informed that compliances under the Law, Rules, & Regulations as stated under VI.(a to d) have been done as prescribed but proper documents have not been made available for the Audit.)

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. **(not applicable as not notified during the period under audit) ;** and
- ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board / Committee meetings are carried out either unanimously or by the majority as recorded in the minutes of the meetings of the Board/Committee of the Board, as the case may be.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However there is scope for further improvement to strengthen the systems, process and reporting thereof.

**We further report that as per** documents produced and information provided to us, during the audit period there has not been any such activity having a major bearing on the Companies affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines etc.

For M/S C.P. Shukla & Co.

Company Secretaries

**(C.P. Shukla)**

Membership No. : FCS 3819

C.P. N/o. : 5138

Date:13.08.2016

Place: New Delhi

## CERTIFICATION ON FINANCIAL STATEMENT OF THE COMPANY

We, Rana Zia, Whole Time Director, appointed under the provisions of the Companies Act, 2013 and Prakash Chandra Tripathy, Chief Financial Officer of Sahara One Media and Entertainment Limited, certify that:

- a) We have reviewed financial statements and the cash flow statement for the year ended on 31<sup>st</sup> March, 2016 and that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies, if any, in the design or operation of internal controls, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Rana Zia**  
(Whole Time Director)  
DIN:07083262  
Place: New Delhi  
Date:24.05.2016

**Prakash Chandra Tripathy**  
(Chief Financial Officer)

## **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a Code of Conduct for each of its Director and Senior management personnel. The Code of Conduct is available on the Company's website [www.sahara-one.com](http://www.sahara-one.com).

In accordance with Regulation 26(3) of the SEBI Listing Obligation and Disclosure Requirement (LODR) Regulations, 2015. I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to their respective Code of Conduct, as applicable to them for the year ended 31<sup>st</sup> March, 2016.

Place: New Delhi  
Date: 24<sup>th</sup> May, 2016

For **Sahara One Media and Entertainment Limited**

**Rana Zia**  
Whole Time Director  
DIN:07083262

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### AN OVERVIEW

Sahara One Media and Entertainment Limited (BSE Code: 503691) is engaged in sale of television programmes and motion pictures production and distribution. The Television business operates in three television channels namely: SAHARA ONE which is a General Entertainment Channel (GEC), FILMY which is a Hindi movie channel and FIRANGI which offers dubbed international shows and movies is proposed to be changed to a new channel named 'Hitz Music' which will be a retro music channel.

### INDUSTRY STRUCTURE, DEVELOPMENT AND FUTURE OUTLOOK:

The Media and Entertainment Industry in India is a big part of sparking this ambition, widening horizons, and helping transform lives. The more we, as industry players, can enable the growth of this industry, the more people across the country can be made aware of issues, be educated and entertained, see how other parts of the country and world are and connect with others. The year 2015 saw macro economic upheavals at the global level which slowed down the pace of economic reforms in India. Global GDP growth fell – from 2.6% in 2014 to 2.4% in 2015. This was due to the Chinese economy slowing down and the substantial drop in oil and commodity prices. The Indian economy also went through its own upheavals; a weak monsoon, rising bank NPAs and constant disruptions in Parliament affected investment sentiment. Despite these factors the Indian economy remained the second fastest growing economy at a GDP growth rate of 7.3% in 2015. The media and entertainment (M&E) industry in this period grew by 12.8%.

### KEY TRENDS AND THEMES FOR GROWTH

#### DIGITISATION:

##### Media And Entertainment Industry

The Media and Entertainment Industry is a key growth driver for the Indian economy. According to the FICCI-KPMG Report 2016, the sector witnessed 12.8% growth in 2015 growing from INR 1,026 billion in 2014 to INR 1,157 billion in 2015. The industry is expected to grow to INR 2,260 billion by 2020 at a CAGR of 14.3% during 2015-2020, which is more than double the rate of growth of global M&E Industry. Total advertising spend across different media verticals was INR 475 billion in 2015 contributing to 41% of the total Media & Entertainment industry revenues. Fueled by the continued economic growth, advertising revenues saw a growth of 14.7% in 2015. Currently, advertising revenue in India contributes less than 0.5% of the GDP, compared to the average 1% contribution across most developed economies. It is expected that advertising will increasingly contribute a higher share to the GDP in the coming years and is projected to double to INR 994 billion by 2020 growing at a CAGR of 16% during 2015-2020.

In 2015, subscription revenues grew at annualized growth rate 11.4%, from INR 612 billion in 2014 to INR 682 billion in 2015. With the effects of cable digitization yet to show impact, the subscription revenue is expected to grow to INR 1,266 billion by 2020 at a CAGR of 13.2% during 2015-2020

Post the ruling from The Telecom Disputes Settlement and Appellate Tribunal's (TDSAT) that Reference Interconnect Offer (RIO) has to be the starting point for all content deals between broadcasters and distribution lat forms commencing April 1 ,2016, the Telecom Regulatory Authority of India (TRAI) has initiated a consultation process to decide on issues related to pricing of channels between broadcasters, distributors and subscribers. It remains to be seen what impact this consultation process is likely to have on subscription arrangements in the industry. Apart from the regulatory impact, key things to watch for in 2016 include the Multi System Operators' (MSOs) ability to drive the subscription of tiered channel packages in Phase I & II cities, completion of set-top-box (STB) rollout in Phase III areas and STB seeding in Phase IV areas.

##### Increase in FDI limit in TV distribution and news channels

The end of 2015 saw a positive turn towards the Foreign Direct Policy, with the increase in the limit in TV broadcasting and distribution.

In Digital cable, DTH services and HITS, 100 per cent ownership (49 per cent via direct route and 100 per cent via FIPB approval) was permitted for foreign investors, an increase from 74 per cent previously DTH players have managed to receive significant foreign investment due to the higher transparency in

operations. However, in the Cable TV distribution business, the earlier FDI limits also remain under-utilised largely due to structural issues resulting in low foreign investor interest. Global cable industry majors such as Comcast and Liberty Global have stayed away from making investments in the Indian cable industry largely due to lack of clarity on ownership of last mile infrastructure and lack of addressability.

In broadcasting, the FDI limit was increased from 26 per cent to 49 per cent in news channels via the FIPB approval route .

### Broadcasting

As television advertising in India is expected to grow at a CAGR of 15 per cent between 2015-20, to reach INR365 billion, Subscription revenue for broadcasters is expected to grow at a CAGR of 19 percent between 2015-20 to INR 203 billion due to increase in the declared subscriber base in Phase III and IV, increase in subscription revenues collected on the ground due to channel packaging and increasing HD penetration, and increase in revenue share of broadcasters in the subscription pie.

An increase of 28 per cent from 24 per cent in 2020 can be seen by in subscription revenue of Broadcaster share. Subscription revenue growth for broadcasters continued to underwhelm, growing at an estimated 15 per cent to INR85 billion, lower than our expectations of 20 per cent in the previous year's report.

### Television Advertising

Television Advertising managed a growth of 17 per cent which is far more better than the expectation of 13 per cent .with many factors in its favour such as election in Bihar and Delhi, contribution of cricket events, and involvement of E- commerce industry .

As per industry discussions, the TV advertising spend by e-commerce companies is expected to have grown at 80 per cent in 2015, as they continue to invest heavily in customer acquisition and brand building. As a share of total TV ad spends, e-tailing category spends in TV advertising increased from approximately 3 per cent in 2014 to approximately 5 per cent in 2015, while total e-commerce spend on TV contributed to approximately 7 per cent in 2015.

Sports events IPL 2015 was expected to suffer from cricket viewership fatigue post the Cricket World Cup, both viewership and ad revenues were better than expected, with IPL estimated to have earned approximately INR8.5 billion in 2015.<sup>38</sup> In 2016, as well, cricket events are expected to contribute significantly to ad revenue growth with IPL expected to see growth of ad revenues to INR10 billion and ICC T20 world cup expected to earn INR3 billion in ad revenues

### KEY ELEMENTS FOR GROWTH

#### (i) New shows to sustain in competitive Industry:

The launch of new shows across network channels and current series rights of programs has helped the channel to sustain in the competitive industry and grew its dominance. The Company aims to further enhance the market share through a planned content line up and launch of new shows.

#### (ii) Concentrate on additional revenues from digital pay platforms:

India is a fast digitising market and the consumer shift towards digital services is exhibited through the rampant expansion of digital homes. Digital homes now account for almost half of the total Pay TV homes in the Country.

#### (iii) Rationalize on costs across different heads:

The company has always believed that higher spends will not necessarily result in sustained incremental viewership. Even in the wake of competition, the network maintained its cost structures, though with increased competition our costs also moved up. Better negotiations with suppliers and stricter control on distribution spends will help in further keeping costs under check.

#### (iv) Corporate Governance:

Sahara one media and entertainment firmly believes that good governance is critical to sustaining corporate development, increasing productivity and competitiveness and creating shareholder wealth. The governance process should ensure that the available resources are utilised in a manner that meets



the aspirations of all its stakeholders. Your Company's essential charter is shaped by the objectives of transparency, professionalism and accountability. The Company continuously endeavours to improve on these aspects on an ongoing basis. While the increasing emphasis on transparency and accountability, standards have been set by various governing bodies on disclosure as well as judiciousness in conduct. Our Company has always tried to go a step further in this direction.

### KEY AREAS TO BE FOCUSED ON FOR GROWTH

Development in terms of quality and quantity:

The demand drivers clearly point toward a requirement for substantial manpower both in terms of quantity and quality. For a sector that is still evolving, the challenge to get a skilled workforce commensurate with growth is immense. Industry players are yet to fully recognize the importance of training, skill development or education in media. The students trained in a media course industry continues to hire general stream graduate students at the entry level who are expected to learn on the job. There is clearly a gap in the number of quality institutions, given India's size and the concentration of education institutions in tier-I cities. A lot of production houses in television, films, animation and news, in both print and broadcast, have in-house training schools but they lead to creation of a captive talent pool and do not benefit the industry at large.

Content Management:

The Internet has forced M&E content creators to reengineer content-related processes. New content types require newer content management capabilities. Designing the 'next best product' can be done through implementing analytics solutions on past data. Search and browse requirements need metadata tagging and SEO.

Distribution Channel:

The emerging digital world requires new methods of distributing content. Identifying the optimum distribution channel mix is expected to reduce a lot of operational expenditure for the media and entertainment organisation. With the advent of kindle and smart phones, 'any content on any device at any time' becomes the expectation. Providing an active role for the readers in defining their products could decide the success rate of the distribution channel.

### KEY CHALLENGES AND RISKS:

- (i) Lack of fresh talent pool. Creative profiles like actors and writers are mostly in short supply. This can impact not only costs but quality and differentiation as well, since most of the available talent pool is used across a range of productions. Few media schools imparting courses in creative writing or ideation leading to paucity of content creation in the television industry, where number of channels have grown exponentially.
- (ii) Most courses in media marketing and sales are not very popular with media schools and the industry often has to look to other sectors to hire manpower for these job roles. FMCG tends to be a key poaching ground for the media industry
- (iii) Budget constraints which tend to limit creativity and often hamper the possibility of exploring innovative concepts or formats.

Increasing digitization across sub-sectors of M&E industry, rate increases in TV, channel packaging by MSOs, innovative strategies to monetize digital content, rapid growth of new media powered by increasing smartphone penetration. A well thought out, consistent and long term outlook on regulation is also the key to create an M&E industry that is world class in scale and plays its part in transforming India.

### Music

Music industry grew by 10% % to INR 10.8 billion in 2015 compared to INR 9.8 billion in 2014. More than 55% of the music industry revenue comes from the digital platforms with music streaming services catching the imagination of Indian consumer. The music industry is projected to grow to INR 20.6 billion by the end of 2020 at a CAGR of 13.8% from 2015-2020

### Films

The Film sector grew by 9.3% to INR 138 billion in 2015 from INR 126 billion in 2014, mainly driven by Regional and Hollywood cinema. Growth of Regional and Hollywood content points to the trend of audience appreciating the quality of the content irrespective of the language.

India is still under penetrated in terms of screens which means there is a huge scope of growth for the film industry. With the proliferation of multiplex screens coupled with technology to conveniently book tickets the footfalls are expected to increase. Growing popularity of VOD services has opened up a new revenue stream for films. The Film sector is projected to grow to INR 227 billion by the end of 2020 at a CAGR of 10.5% for 2015-2020.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate Internal Control systems & procedures commensurate with the size and the nature of its business for the purchase of goods, TV programmes, films / programme rights, equipment and other assets and for the sale of goods. The Management also keeps close watch on the Internal Control system and consistently takes necessary corrective steps, wherever necessary, to further strengthen the Internal Control systems and procedures of the Company

### **HUMAN RESOURCES**

The Company strongly believes in manpower being superior to money power and therefore, recognizes and respects the individual capacities and capabilities of its employees. The Company's Human Resource processes ensure building a competent team of motivated employees. It is the Company's first priority to enrich its employees by promoting learning and enhancing their knowledge with special emphasis on internal and external training. The proper synchronization between the goals of the individual and that of the organization is a critical aspect and is delicately managed by the HR department. The Company has stressed strongly on performance management linked to compensation. To recognize and reward good performance, the Company has been successfully practicing the concept of performance-based variable compensation. The reward and recognition system is duly followed through a performance appraisal system on an annual basis.

**(SOURCES: FICCI FRAMES AND KPMG REPORT 2016)**

## SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that serves different markets. The Company principal business is sale of television programmes and motion pictures production and distribution.

	Continuing Operations				Consolidated	
	Television		Motion Pictures		Total	
	2016	2015	2016	2015	2016	2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Revenue</b>						
External sales (net of service tax)	50,408,868	261,395,589	-	1,948,213	50,408,868	263,343,802
Other income	-	16,413,222	-	-	-	16,413,222
Inter-segment sales	-	-	-	-	-	-
<b>Total revenue</b>	<b>50,408,868</b>	<b>277,808,811</b>	<b>-</b>	<b>1,948,213</b>	<b>50,408,868</b>	<b>279,757,024</b>
<b>Results</b>						
Segment result	(278,542,374)	(97,125,132)	(94,000)	(154,495,739)	(278,636,374)	(251,620,871)
Unallocated expenses					(18,037,833)	(50,212,468)
Operating profit					(296,674,207)	(301,833,338)
Finance costs					(170,466)	(1,555,035)
Other income including finance income					456,136	10,760,249
Exceptional Items					-	-
Profit before tax					(296,388,537)	(292,628,124)
Income taxes					-	(36,302,537)
<b>Net profit</b>					<b>(296,388,537)</b>	<b>(328,930,661)</b>
Segment assets	717,749,105	955,758,826	558,303,151	800,264,544	1,356,375,354	1,756,023,369
Unallocated assets					1,451,387,980	1,281,022,193
<b>Total assets</b>					<b>2,807,763,334</b>	<b>3,037,045,562</b>
Segment liabilities	(364,630,702)	(384,691,135)	(2,048,474)	(2,298,854)	(447,002,275)	(386,989,989)
Unallocated liabilities					(42,002,903)	(34,721,845)
<b>Total liabilities</b>					<b>(489,005,178)</b>	<b>(421,711,833)</b>
<b>Other segment information</b>						
Capital expenditures :						
Tangible assets					(1,123,867)	(7,416,453)
Depreciation	44,576	55,672	-	-	263,289	(5,352,366)
Other non-cash expenses	-	-	-	-	8,229,331	24,141,289

Geographical Segments – The Company operates in one geographical segment, i.e. India.

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a set of systems and practices to ensure that the affairs of the company are being managed in a way which ensures accountability, transparency, fairness in all its transactions in the widest sense and meet its stakeholders aspirations and societal expectations. Good governance practices stem from the culture and mindset of the organization and the commitment to meet the aspirations of all the stakeholders. This is demonstrated in shareholder returns, high credit ratings, governance processes and an entrepreneurial, performance focused work environment.

Traditional views of Governance as a Regulatory and compliance requirement have given way to adoption of governance tailored to the specific needs of the company. Regulation 27 has set the benchmark compliance rules for a listed company and the baseline for governance standards. Sahara One not only adheres to the prescribed corporate practices as per Regulation 27 but is constantly striving to adopt emerging best practices worldwide. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives.

Corporate Governance is the manifestation of personal benefits and values, which configures the organizational values, benefits and actions of employees of the Company. Company is committed to be open and transparent as much as possible with respect to its internal financial reporting, control systems and decision making processes.

Corporate Governance is an integral part of the philosophy of the Company in its pursuit of excellence, growth and value creation. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal control and promotion of ethics at work place have been institutionalized. The Company recognizes that good governance is a continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all its stakeholders.

#### BOARD OF DIRECTORS:

The Board of the Company is broad -based consisting of Five Directors out of which three are independent Directors, which is in line with the requirements of the Code of Corporate Governance.

Category of Directors	No. of directors
Promoter Directors	1
Executive Director	1
Independent Directors	3
<b>Total</b>	<b>5</b>

The Board of Directors of the Company comprise of the following: -

Shri O. P. Srivastava	Promoter Non-Executive Director
Shri R. S. Rathore	Independent Non-Executive Director, Ex-Chairman, Central Board of Direct Taxes & Special Secretary, Ministry of Finance and Ex-Chairman of Bank of Rajasthan Ltd. (Now ICICI Bank)
Shri Brijendra Sahay	Independent, Non-Executive Director, Former Chief Secretary to the Government of U.P.
Shri J. N. Roy	Independent, Non-Executive Director, Former Commissioner of Security, Ministry of Civil Aviation, Government of India.
Smt Rana Zia	Whole Time Director

#### BOARD MEETINGS & ANNUAL GENERAL MEETING:

During the F.Y. 2015-2016, Meetings of the Board of Directors of the Company were held four times on 27.05.2015, 12.08.2015, 14.11.2015 and 14.02.2016. The gaps between the Board meetings were well within the maximum time gap of 120 days as prescribed in Regulation 27 of SEBI (Listing Obligation and Disclosure Regulations), 2015.

Details of the attendance of the Directors at the Board meetings and Annual General Meeting and also details of Directorship and membership of Committee (s) in other Companies as on 31.03.2016 are as under:

Directors	Attendance (Total 4 Board Meetings)	Attendance (34 <sup>th</sup> AGM held on 28.09.2015)	Directorship in other Companies	Number of membership in other Companies Committee(s)	Number of Chairmanship in other Companies Committee(s)
Shri O. P. Srivastava DIN:00144000	04	-	10	06	-
Shri R. S. Rathore DIN:00265568	04	-	01	01	01
Shri Brijendra Sahay DIN:00017600	03	-	02	03	02
Shri J. N. Roy DIN:02132227	04	Yes	01	01	-
Smt Rana Zia DIN:07083262	04	-	09	10	

**Note:**

The Directorships shown above are the directorships of the Indian Companies including subsidiaries of Public Companies and Private Companies but do not include the Directorship on the Board of Section 8 Companies and foreign Companies. Memberships of Committees in other Companies are of Audit Committee and Stakeholder and Relationship Committee.

All the Board meetings were called with advance notice to the Directors and wherever required notices were sent to Stock exchanges where the Company's securities are listed. Agenda papers and all back up papers prepared by Company Secretary were circulated to the Board members well in advance. Chief Executive Officer, Finance head (CFO), Group Head Finance and Group Head Statutory are normally invited to the Board meeting.

The Board of Directors has adopted a Code of Conduct for members of the Board of Directors and senior management of the Company. The Code has been posted on the Company's website [www.sahara-one.com](http://www.sahara-one.com).

**AUDIT COMMITTEE:**

The Board of Directors of the Company constituted a committee of Directors known as Audit Committee in its meeting held on 30<sup>th</sup> January 2001 and further reconstituted on 29<sup>th</sup> June 2002, 29<sup>th</sup> July 2006, 29<sup>th</sup> April 2008, 30<sup>th</sup> June, 2009, 2<sup>nd</sup> August, 2011 and 8<sup>th</sup> February 2012. The Committee's composition is in accordance with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All members of the Audit Committee are financially literate and possess financial/accounting expertise. At present, Company have four Directors as members of Audit Committee, out of which 1 Director is promoter non-executive director and rest three are independent non-executive directors and Company Secretary acts as Secretary to the Committee. Shri R. S. Rathore, Independent Director is the Chairman of Audit Committee. At present, the following members constitute the audit Committee of company:

Shri R. S. Rathore	Chairman
Shri O.P. Srivastava	Member
Shri Brijendra Sahay	Member
Shri J.N. Roy	Member

During the F.Y. 2015-2016, meetings of the Audit Committee members of the Company were held four times on 27.05.2015, 12.08.2015, 14.11.2015 and 14.02.2016. Details of the attendance of the Committee members in the Audit Committee meetings of company during F.Y. 2015-16 are as under:

DIRECTORS	CATEGORY	ATTENDANCE (TOTAL 4 MEETINGS)
Shri R. S. Rathore, Chairman (DIN: 00265568)	Independent Non-Executive Director	04
Shri O. P. Srivastava (DIN : 00144000)	Promoter Non-Executive Director	03
Shri Brijendra Sahay (DIN : 00017600)	Independent Non-Executive Director	03
Shri J. N. Roy (DIN : 02132227)	Independent Non-Executive Director	04

The primary responsibility of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process and to review the quality and reliability of the information used by the Board. The Audit Committee also focuses on the adequacy and appropriateness of the internal controls of the Company. The role and power of the Audit Committee are as per Section 177 of the Companies Act, 2013 and as prescribed in the Schedule II and Regulation 18 of the SEBI (LODR) Regulations, 2015. Audit Committee meetings are held periodically. Statutory Auditors, Chief Executive Officer, Chief Financial Officer, Head - Finance normally attend the Audit Committee Meetings

#### 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 26<sup>th</sup> 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 Board has a Nomination and Remuneration Committee that reviews, recommends and approves the matters connected with fixation and periodic revision of the remuneration payable to the Directors, key managerial personnel and senior management. The terms of reference for the Nomination and Remuneration Committee of the Board inter-alia include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board of directors a policy relating to the remuneration of the Directors, key managerial personnel and senior management;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- To decide on the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of independent directors.

The Committee is consisting of following members at present:

Shri R. S. Rathore	Chairman
Shri O.P. Srivastava	Member
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

The Remuneration Committee was renamed as Nomination and Remuneration Committee by the Board of Directors at their meeting held on 11<sup>th</sup> August, 2014.

Meetings of Nomination and Remuneration Committee of the Company were held during the financial year 2015-2016 on 14<sup>th</sup> November, 2015 and 14<sup>th</sup> February, 2016.

### 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 and further renamed as Stakeholders' Relationship Committee 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. The Stakeholders' Relationship Committee ensures that there is timely and satisfactory redressal of all investor queries and complaints. The Committee approves, oversees and reviews all matters connected with share transfers, rematerialisation, transposition of securities, redresses shareholders' grievances like transfer of shares, non- receipt of balance sheet, non-receipt of declared dividend etc. The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of service to investors Following are the members of the committee at present:

Shri O.P. Srivastava	Chairman
Shri Brijendra Sahay	Member
Shri J. N. Roy	Member

Shri Sukhmendra Kumar, 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. No Meetings of Stakeholders' Relationship Committee of the Company were held during the financial year 2015-2016.

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.

### Independent Directors' Meeting

During the year, a separate meeting of the Independent Directors was held on February 14, 2016 inter-alia to evaluate the performance of Non-Independent Directors and the Board of Directors as a whole, performance of the Co-Chairpersons of the Company and of the quality, content and timelines of flow of information between the Management and the Board.

### GENERAL BODY MEETINGS

The details of date, time & venue of the last three Annual General Meetings of the Company are as given below:

AGM	Date & Time	Venue	Special Resolution(s)
32 <sup>nd</sup> AGM	27 <sup>th</sup> September 2013 at 12.30 P.M.	Idea Square, Plot No.-B-42, CTS No.-660, Veera Industrial Estate, Off New Link Road, Andheri (West), Mumbai – 400 053.	Nil
33 <sup>rd</sup> AGM	26 <sup>th</sup> September 2014 at 2:30 P.M.	Sahara India Point, CTS 40 - 44, S.V. Road, Goregaon (West), Mumbai 400 104.	Nil
34 <sup>th</sup> AGM	28 <sup>th</sup> September, 2015 at 3:00 P.M.	Sahara India Point, CTS 40 - 44, S.V. Road, Goregaon (West), Mumbai 400 104.	Nil

### DISCLOSURES:

The Company is making adequate disclosure to the shareholders through the Annual Report. Further there is no materially significant related party transactions i.e. transactions of the Company of material nature,

with its promoters, the Directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interests of Company at large.

There is no non-compliance by the Company, penalties imposed on the Company by Stock Exchange or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

In compliance with requirements of section 177 (9) of the Companies Act, 2013, every listed Company shall establish a Vigil Mechanism / Whistle Blower Policy for Directors and employees of Company to report genuine concerns and grievances and to provide for adequate safeguards against victimization of the Directors and Employees of the Company who avail of the Vigil Mechanism. Offences of serious nature may be brought to the attention of the Chairman of the Audit Committee of the Company who shall after hearing the concerned person, award appropriate punishment to the offender and suitable relief to the person(s) who avail of the Vigil Mechanism.

#### **MEANS OF COMMUNICATION:**

Disclosure of the financial performance is at core of good governance. This includes consistent, comparable, relevant and reliable information on financial performance of the Company. Towards this end, the Company is providing Annual Report on the working of the Company to each of its shareholders. Further the quarterly / half Yearly Financial Results of the Company are forwarded to Bombay Stock Exchange where the Securities of the Company are listed and published in widely circulated newspapers.

In compliance with Regulation 46 of the SEBI (LODR) Regulations, 2015, the Company has furnished relevant details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the company who are responsible for assisting and handling investor grievances, details of agreements entered into with the media companies and/or their associates, statement of shareholders' grievances, etc. and the contents of the said website are updated on regular basis.

Further, in view of circular of SEBI, the Company has started the system of processing of investor complaints in a centralized web based complaints redressal system 'SCORES'.

Management Discussion and Analysis Report forms part of this Annual Report. The relevant information is also available at Company's website [www.sahara-one.com](http://www.sahara-one.com). Investors can also lodge their complaints with the Company at [investors@sahara-one.com](mailto:investors@sahara-one.com).

#### **NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER:**

Shri Sukhmendra Kumar  
Company Secretary & Compliance Officer  
Sahara One Media and Entertainment Limited  
Sahara India Point, CTS 40 – 44,  
S.V. Road, Goregaon (West),  
Mumbai – 400 104.  
E-mail ID- [investors@sahara-one.com](mailto:investors@sahara-one.com)  
Contact No.- 02242931818

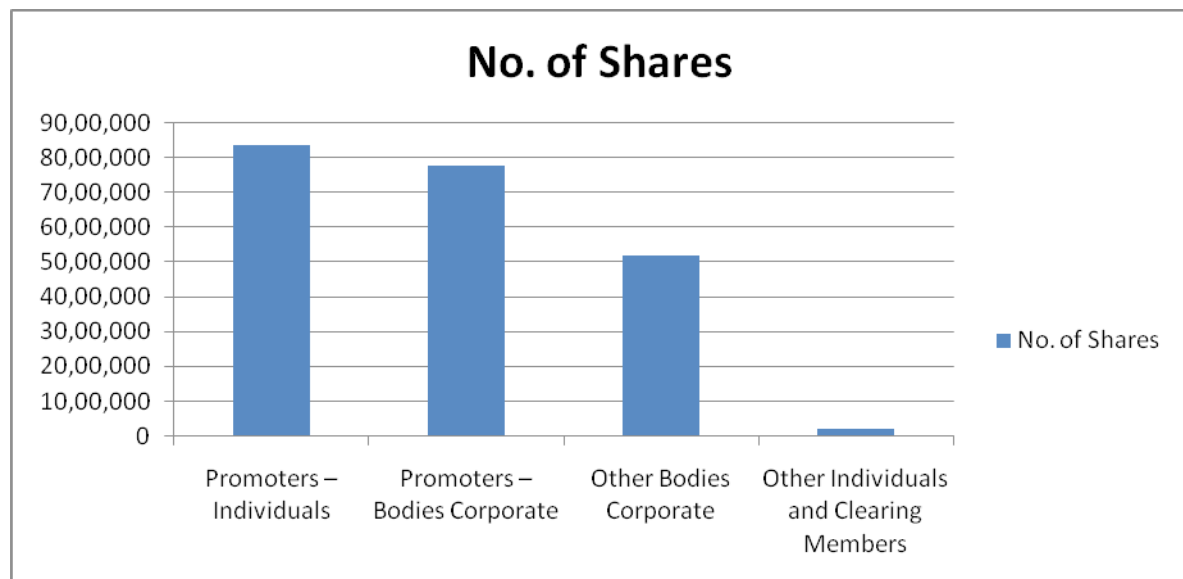


### DISTRIBUTION OF SHAREHOLDING:

As on 31.03.2016 the shareholding pattern of the company is as detailed below:

No. of Equity Shares	Shareholders		Shares	
	Number	% of Holders	Number	% of Shares
1-500	1767	94.8470	94506	0.4391
501-1000	33	1.7713	26400	0.1226
1001-2000	19	0.0199	28775	0.1337
2001-3000	4	0.2147	9855	0.0458
3001-4000	4	0.2147	13923	0.0647
4001-5000	2	0.1074	9069	0.0421
5001-10000	14	0.7515	96029	0.4461
10001_*****	20	1.0735	21246443	98.7059
<b>Total:</b>	<b>1863</b>	<b>100.0000</b>	<b>21525000</b>	<b>100.0000</b>

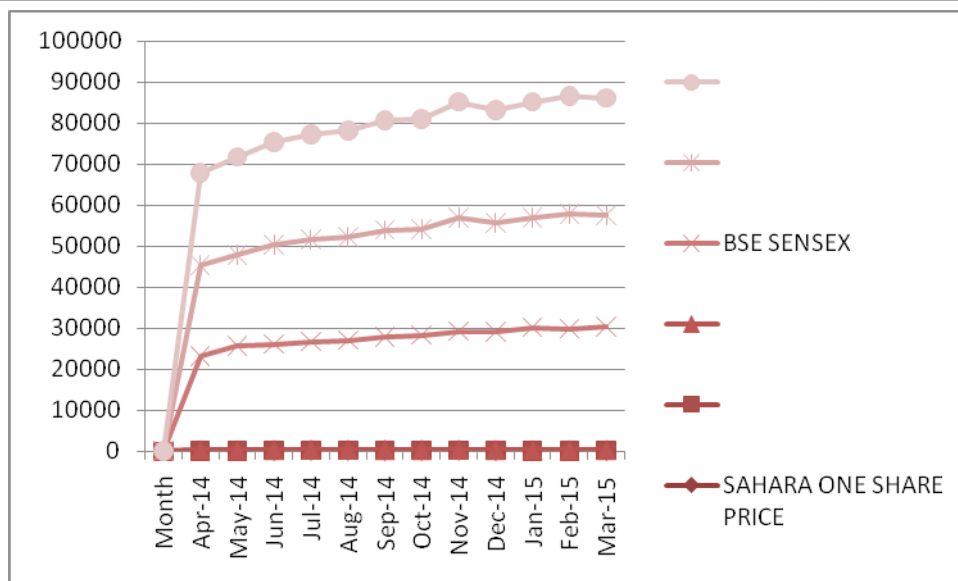
Category	No. of Shares
Promoters – Individuals	8,375,000
Promoters – Bodies Corporate	7,766,702
Other Bodies Corporate	5,194,480
Other Individuals and Clearing Members	188,818
<b>Total:</b>	<b>21,525,000</b>



### SHARE PRICE MOVEMENT OF COMPANY AND SENSEX MOVEMENT OF BSE:

Movement in company's share prices during the year 2015-2016 on BSE and SENSEX movement of BSE for the same period was as under:

Month	SAHARA ONE SHARE PRICE			BSE SENSEX		
	High (Rs.)	Low (Rs.)	Average (Rs.)	High (Rs.)	Low (Rs.)	Average (Rs.)
April-2015	90	64.1	77.05	29,094.61	26,897.54	27996.075
May-2015	87	63.5	75.25	28,071.16	26,423.99	27247.575
June-2015	89	66.05	77.525	27,968.75	26,307.07	27137.91
July-2015	79	66.35	72.675	28,578.33	27,416.39	27997.36
August-2015	78.9	67.7	73.3	28,417.59	25,298.42	26858.005
Sept-2015	73.45	69.2	71.325	26,471.82	24,833.54	25652.68
Oct-2015	77	69.85	73.425	27,618.14	26,168.71	26893.425
Nov-2015	77	77	77	26,824.30	25,451.42	26137.86
Dec-2015	73.15	63	68.075	26,256.42	24,867.73	25562.075
Jan-2016	71	67.45	69.225	26,197.27	23,839.76	25018.515
Feb-2016	77	64.1	70.55	25,002.32	22,494.61	23748.465
Mar-2016	80	71.85	75.925	25,479.62	23,133.18	24306.4



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the Members,

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

1. We have examined the compliance of conditions of Corporate Governance for the year ended on March 31, 2016, as stipulated in:
  - Clause 49 (excluding clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges) for the period April 1, 2015 to November 30, 2015.
  - Clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges for the period April 1, 2015 to September 1, 2015.
  - Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period September 2, 2015 to March 31, 2016 and
  - Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period December 1, 2015 to March 31, 2016.
2. The Compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
4. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Place: New Delhi**  
**Date: 13.08.2016**

**For C.P. Shukla & Co.**  
**(C.P. Shukla)**  
**Proprietor**  
**Membership No. : FCS 3819**  
**C.P. N/o. : 5138**

GENERAL	SHAREHOLDERS	INFORMATION
Date	29th September, 2016	
Time	2:00 P.M.	
Venue	Sahara One Media and Entertainment Limited, Sahara India Point, CTS 40 – 44, S. V. Road, Goregaon (West), Mumbai – 400 104.	
Date of Book closure	15 <sup>th</sup> September 2016 to 29 <sup>th</sup> September 2016 (both days inclusive).	
Last date of receipt of proxy forms	27 <sup>th</sup> September, 2016 by 3:00 P.M.	
Financial Calendar	1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016	
Last Annual General Meeting	28 <sup>th</sup> September, 2015	
Registrar and Share Transfer Agents	M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B. S. Marg, Bhandup (West), Mumbai – 400 078.	
Share Transfer System	Shares received for physical transfer on dematerialization or rematerialization requests are generally registered and returned within a period of 15 days from the date of receipt of complete and validly executed documents. The Shareholders / Investors Grievances Committee meet at adequate intervals to approve the Share transfer and dematerialization requests.	
Dematerialisation of shares and liquidity	Equity Shares of the Company can be traded in dematerialized forms. To facilitate the trading in dematerialized form, the Company has entered into agreements with both the depositories viz. National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As of date approximately 99.82% of the Equity Shares of the Company are in dematerialized form.	
Listing on Stock Exchanges	The Bombay Stock Exchange (BSE)	
BSE Stock Code	503691	
ISIN No.	INE479B01016	
Addresses for correspondence	Sahara One Media and Entertainment Limited, Sahara India Point, CTS 40 – 44, S. V. Road, Goregaon (West), Mumbai – 400 104.	

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED

We have audited the accompanying financial statements of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the financial statements.

### Basis for Qualified Opinion

1. An Amount of Rupees 70,42,72,243/- is outstanding as recoverable from debtors and continuing beyond stipulated period of recovery. The management, based on internal assessments and evaluations, have represented that these debtors amount are fully recoverable and no provision is necessary as at balance sheet date. However, in absence of any convincing evidence, we are of the opinion that this amount should be considered as doubtful and requires appropriate provisioning.
2. Amount of Rupees 57,88,82,469/- is outstanding which comprises of advances towards purchase/production of films. The management has explained that such advances have been given in the normal course of business and are fully recoverable. However, in our opinion amount is doubtful of recovery as these are outstanding/remained unadjusted for long period of time. Further, balance confirmations from these parties have also not been provided to us.
3. Reference is invited to Note 30 to the financial statements regarding deposit of Rupees. 69,40,27,883/-

to Sahara-SEBI Refund account in the matter of dispute in respect of repayment of Optionally Fully Convertible Debentures (OFCDs) by two group companies, namely M/s Sahara India Real Corporation Limited & Sahara Housing Investment Corporation Limited, the Hon'ble Supreme Court of India vide its order dated 21-11-2013 had directed that Sahara Group of Companies shall not part with movable and immovable properties and accordingly Security and Exchange Board of India (SEBI) has seized the company's Fixed Deposit and Non Current Investment. Subsequent to this, Hon'ble Supreme Court vide its order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. However, we are unable to ascertain whether this amount is fully recoverable or not and its further impact, if any, that may arise in case if this amount is subsequently determined to be doubtful of recovery.

### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in paragraphs 1 to 3 of the Basis for Qualified Opinion paragraph*, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2016, and its profit and its cash flows for the year ended on that date.

### Emphasis of Matter

1. The company has prepared financial statements on a going concern basis, notwithstanding the fact that the major customer of the company has terminated the program purchase agreement which was main source of income of the Company, the company does not have sufficient fund to pay its creditors, salary to employees and statutory dues, revenue from operation has reduced by 81% as compared to previous year. These events cast significant doubt on the ability of the Company to continue as a going concern. The appropriateness of the said basis is inter alia dependent on the Company's ability to make new customers, infuse requisite funds for meeting its obligations and resuming normal operations. Our opinion is not qualified in respect of this matter.
2. The Gratuity Trust in which company was making gratuity contribution was dissolved and Trust has refunded the amount pertains to the company but company has neither created any recognized gratuity fund Trust nor made any other arrangement to deposit this amount to any other recognized Gratuity Fund Trust. Our opinion is not qualified in respect of this matter.
3. During the year, the company has assigned several Movies rights against very low consideration compared to their purchase cost. However, in absence of any comparable prices and valuation report, we are unable to comment whether the transaction was made at prevailing market prices or not. Our opinion is not qualified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure- A' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, subject to *the effects of the matters described in paragraphs 1 to 3 of the Basis for Qualified Opinion paragraph*, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e. On the basis of the written representations received from the directors as on 31 March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in 'Annexure-B'; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer note 28 to the financial statement.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **D. S. Shukla & Co.**

Chartered Accountants

(Firm's Registration No. 000773C)

Delhi/NCR, 24 May 2016

**(A.K.Dwivedi)**

Partner

Membership No. 078297

## ANNEXURE 'A' TO AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

(i)	(a)	The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.				
	(b)	Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.				
	(c)	According to the information and explanations given to us and on the basis of our examination of records of the company, the title deeds of immovable properties are held in the name of the company				
(ii)		The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such verification.				
(iii)		According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.				
(iv)		In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 186 of the Act, with respect to the investment made. However, no comment required on compliance of section 185 as company has not granted any loan.				
(v)		The Company has not accepted any deposits from the public.				
(vi)		To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 for the products of the Company.				
(vii)	(a)	Undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth-tax, service tax, customs duty Cess and other statutory dues have generally been regularly deposited with the appropriate authorities, except the cases given below, though there has been delay in a few cases. The provisions relating to excise duty are not applicable to the Company. According to information given to us the following undisputed statutory dues payable in respect of income tax which were in arrear as at 31 <sup>st</sup> March 2016 for a period of more than six months from the date they became payable:				
		<b>Name of the Statue</b>	<b>Nature of Dues</b>	<b>Amount</b>		
		Income tax Department	Tax deducted at source	17,09,928		
(vii)	(b)	According to the records of the Company, the dues outstanding of income-tax, customs duty, and cess on account of any dispute, are as follows:				
		<b>Name of the Statue</b>	<b>Nature of Dues</b>	<b>Amount</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
		Income tax Act, 1961	Income tax	65,98,511	1999-2000, 2010-2011 and 2012-13	Commissioner of Income-tax (Appeals)
		Income tax Act, 1961	Income tax	33,94,27,410	2002-2003, 2004-05 to 2009-2010 and 2011-12	Income Tax Appellate Tribunal
		Income tax Act, 1961	Tax deducted at source	6,12,54,854	2006-2007, 2008-09 to 2010-2011	High Court
		Income-tax Act, 1961	Tax Deducted at Source	5,94,32,390	2011-12	Income tax Appellate Tribunal
		Income tax Act, 1961	Income tax	1,30,25,366	2000-2001	High Court
		Customs Act, 1962	Customs Duty	4,45,000	2008-2009	Custom Appellate Authority
(viii)		The Company does not have any loan or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.				
(ix)		The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and terms loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.				



(x)	According to information and explanations given to us by the management, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.
(xi)	According to information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.
(xii)	In our opinion and According to information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
(xiii)	According to information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
(xiv)	According to information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
(xv)	According to information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
(xvi)	The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For **D. S. Shukla & Co.**  
Chartered Accountants  
(Firm's Registration No. 000773C)  
Delhi/NCR, 24 May 2016

**(A.K.Dwivedi)**  
Partner  
Membership No. 078297

## ANNEXURE 'B' TO AUDITORS' REPORT

### Report on Internal Financial Control under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Sahara One Media And Entertainment Limited ("the Company"), as of 31<sup>st</sup> March 2016 in conjunction of our audit of the financial statement of the company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria established by the company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for insuring the orderly and efficient conduct of business, including adherence to the Company's policies, the safeguards of its assets, the prevention and detection of fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standard on Auditing

issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and evaluating the design and operating effectiveness of internal control based on assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- a) Pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipts and expenditures of the company are being made only in accordance with the authorization of the management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management, override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over internal financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions or that of degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

For **D. S. Shukla & Co.**

Chartered Accountants

(Firm's Registration No. 000773C)

Delhi/NCR, 24 May 2016

**(A.K.Dwivedi)**

Partner

Membership No. 078297

## Balance sheet as at 31 March 2016

	Notes	31 March 2016 Rs.	31 March 2015 Rs.
<b>Equity and liabilities</b>			
Shareholders' funds			
Share capital	3	215,250,000	215,250,000
Reserves and surplus	4	2,103,508,157	2,400,083,729
		<u>2,318,758,157</u>	<u>2,615,333,729</u>
Current liabilities			
Trade payables	5	454,087,024	469,070,165
Other current liabilities	6	19,828,702	20,977,059
Short-term provisions	7	15,089,452	15,089,452
		<u>489,005,178</u>	<u>505,136,676</u>
<b>TOTAL</b>		<b><u>2,807,763,335</u></b>	<b><u>3,120,470,405</u></b>
<b>Assets</b>			
Non-current assets			
Fixed assets - tangible assets	8	3,871,393	5,258,549
Non-current investments	9	197,120,300	11,120,300
Long-term loans and advances	10	519,476,646	526,126,252
		<u>720,468,339</u>	<u>542,505,101</u>
Current assets			
Current investments	11	22,254,707	28,798,571
Inventories	12	40,944,816	362,292,740
Trade receivables	13	733,595,980	706,407,470
Cash and bank balances	14	9,581,295	14,067,539
Short-term loans and advances	10	1,280,918,198	1,466,398,984
		<u>2,087,294,996</u>	<u>2,577,965,304</u>
<b>TOTAL</b>		<b><u>2,807,763,335</u></b>	<b><u>3,120,470,405</u></b>
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors of Sahara One Media and Entertainment Limited

For **D.S. SHUKLA & CO.**

Firm Registration No. 000773C  
Chartered Accountants

**O. P. Srivastava**  
Director

**Rana Zia**  
Whole Time Director

**A.K. Dwivedi**

Partner  
Membership No.78297  
Delhi/ NCR: May 24, 2016

**P. C. Tripathy**  
Chief Financial Officer

**Sukhmendra Kumar**  
Company Secretary

## Statement of profit and loss for the year ended 31 Mar 2016

	Notes	31 March 2016 Rs.	31 March 2015 Rs.
<b>Revenue</b>			
Revenue from operations (gross)	15	50,408,868	263,343,802
Other income	16	456,136	27,173,472
<b>Total</b>		<b>50,865,004</b>	<b>290,517,274</b>
<b>Expenses</b>			
Purchase of content	17	-	287,676,204
(Increase)/ decrease in inventories	18	321,347,924	140,328,610
Employee benefits expense	19	7,685,643	52,612,700
Other expenses	20	16,816,720	98,908,762
Depreciation	8	1,232,788	2,064,087
Finance costs	21	170,466	1,555,035
<b>Total</b>		<b>347,253,541</b>	<b>583,145,398</b>
Profit/(loss) before tax		(296,388,537)	(292,628,124)
Tax expenses			
Current tax		-	-
Deferred tax		-	36,302,537
Tax for earlier years		-	-
Total tax expense		-	36,302,537
Profit/(loss) for the year		(296,388,537)	(328,930,661)
Prior period items		187,035	282,182
Net profit/(loss) for the year		(296,575,572)	(329,212,843)
Earnings per equity share [nominal value of share Rs. 10 (31 March 2015: Rs. 10)]			
Basic and Diluted	22	(13.78)	(15.29)
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors of Sahara One Media and Entertainment Limited

For **D.S. SHUKLA & CO.**

Firm Registration No. 000773C  
Chartered Accountants

**O. P. Srivastava**  
Director

**Rana Zia**  
Whole Time Director

**A.K. Dwivedi**

Partner  
Membership No.78297  
Delhi/ NCR: May 24, 2016

**P. C. Tripathy**  
Chief Financial Officer

**Sukhmendra Kumar**  
Company Secretary

## Cash flow statement for the year ended March 31, 2016

	31 March 2016 Rs.	31 March 2015 Rs.
<b>Cash flow from operating activities</b>		
<b>Net profit before tax</b>	<b>(296,575,572)</b>	<b>(292,910,306)</b>
Non-cash adjustment to reconcile profit before tax to net cash flows		
Depreciation	1,232,788	2,064,087
Unrealized foreign exchange loss	-	70,215
Provision for doubtful debts	4,341,328	18,972,486
Provision for doubtful advances	3,220,503	5,000,000
Bad debts / advances written off	667,500	168,803
Interest expenses	170,466	1,555,035
Interest income	-	(8,086,499)
Dividend income	(456,136)	(2,673,751)
<b>Operating profit before working capital changes</b>	<b>(287,399,123)</b>	<b>(275,839,930)</b>
Movements in working capital :		
Increase/ (decrease) in trade payables	(14,983,141)	58,711,037
Increase / (decrease) in short-term provisions	-	953,220
Increase/ (decrease) in other current liabilities	(1,148,357)	(11,308,351)
Decrease / (increase) in long-term loans and advances	7,067,386	8,854,903
Decrease / (increase) in trade receivables	(32,197,338)	23,412,019
Decrease / (increase) in inventories	321,347,924	140,328,610
Decrease / (increase) in short-term loans and advances	182,260,283	(618,588,692)
<b>Cash generated from / (used in) operations</b>	<b>174,947,634</b>	<b>(673,477,184)</b>
Direct taxes paid (net of refunds)	(417,780)	(28,609,404)
<b>Net cash flow from/ (used in) operating activities (A)</b>	<b>174,529,854</b>	<b>(702,086,588)</b>
<b>Cash flows from investing activities</b>		
Loss of fixed assets	154,368	-
Purchase of current investments	(456,136)	(1,565,471)
Proceeds from sale of current investments	7,000,000	-
Purchase of non-current investment	(186,000,000)	-
Investments in bank deposits matured (Freezed by SEBI)	-	656,000,000
Balance in Current account transferred(Freezed by SEBI)	-	15,658,387
Investments in bank deposits (having original maturity of more than 3 months)	-	(62,878)
Maturity of bank deposits (having original maturity of more than 3 months)	-	62,878
Interest received	-	24,460,164
Dividend received	456,136	2,673,751
<b>Net cash flow from/ (used in) investing activities (B)</b>	<b>(178,845,632)</b>	<b>697,226,831</b>
<b>Cash flows from financing activities</b>		
Interest paid	(170,466)	(1,555,035)
Repayment of long-term borrowings	-	-
<b>Net cash flow from/ (used in) in financing activities (C)</b>	<b>(170,466)</b>	<b>(1,555,035)</b>
Net increase in cash and cash equivalents (A + B + C)	(4,486,244)	(6,414,792)
Cash and cash equivalents at the beginning of the year	14,004,661	20,419,453
<b>Cash and cash equivalents at the end of the year</b>	<b>9,518,417</b>	<b>14,004,661</b>
<b>Components of cash and cash equivalents</b>		
Cash on hand	72,575	70,965
With banks -		
on current account	8,445,842	12,933,696
on deposit account	1,000,000	1,000,000
<b>Total cash and cash equivalents</b>	<b>9,518,417</b>	<b>14,004,661</b>
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of the Board of Directors of Sahara One Media and Entertainment Limited

For **D.S. SHUKLA & CO.**

Firm Registration No. 000773C  
Chartered Accountants

**O. P. Srivastava**  
Director

**Rana Zia**  
Whole Time Director

**A.K. Dwivedi**

Partner  
Membership No.78297  
Delhi/ NCR: May 24, 2016

**P. C. Tripathy**  
Chief Financial Officer

**Sukhmendra Kumar**  
Company Secretary

## Notes to financial statements for the year ended 31 March 2016

### 1. Corporate information

Sahara One Media And Entertainment Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is a television content provider and also produces and distributes films.

### 2. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the relevant provisions of the Companies Act, 2013. The financial statement has been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

### 2.1 Summary of significant accounting policies

#### (a) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods

#### (b) Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

#### (c) Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. The company has used the following rates to provide depreciation on its fixed

Fixed assets	Estimated Life
Buildings	60 years
Office equipment	15 Years
Computers	3 Years
Shooting Equipment	13 Years
Furniture and Fittings	10 Years
Vehicles	8 Years

#### (d) Leases:

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

#### (e) Borrowing costs

## Notes to financial statements for the year ended 31 March 2016

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

### (f) Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

### (g) Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

### (h) Inventories

Inventories comprise television programmes and films held for sale. Inventories are valued at lower of cost or net realisable value.

Cost of Satellite rights of motion picture films, television programmes and events are amortised over a period of four years based on their pattern of utilisation.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

### (i) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

#### i. Sale of Rights

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer i.e. when the television programme and film are delivered to the customers. The company collects service tax and value added tax (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Revenue from sale of satellite/television broadcasting rights, music and home video rights in respect of films and programmes are recognized in accordance with the contract/arrangement upon delivery of content to the customers.

Theatrical revenue for films is recognized on sale of tickets in accordance with the terms of the contract.

#### ii. Interest

## Notes to financial statements for the year ended 31 March 2016

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

iii. Dividend

Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.

**(j) Foreign currency transactions**

i. Initial recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

ii. Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

iii. Exchange differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of the company at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**(k) Retirement and other employee benefits**

Retirement benefit in the form of provident fund is a defined contribution scheme. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due. The Company has no obligation, other than the contribution payable to the Trust set up by Sahara Group.

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation projected unit credit (PUC) method made at the end of each financial year. Actuarial gains and losses for both defined benefit plans are recognized in full in the period in which they occur in the statement of profit and loss.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit and is provided on the basis of estimates. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

**(l) Income taxes**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the



## Notes to financial statements for the year ended 31 March 2016

statement of profit and loss.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### (m) Segmental Reporting Policies

Identification of segments

The company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the company operate.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company as a whole.

### (n) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### (o) Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

### (p) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will

## Notes to financial statements for the year ended 31 March 2016

be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

### (q) Cash and Cash equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### 3. Share capital

	31 March 2016 Rs.	31 March 2015 Rs.
<b>Authorized shares</b>		
35,000,000 (31 March 2015: 35,000,000) equity shares of Rs. 10 each	350,000,000	350,000,000
<b>Issued, subscribed and fully paid-up shares</b>		
21,525,000 (31 March 2015: 21,525,000) equity shares of Rs. 10 each	215,250,000	215,250,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>215,250,000</b>	<b>215,250,000</b>

#### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

	31 March 2016		31 March 2015	
	No.	Amount	No.	Amount
Equity shares				
At the beginning of the period	21,525,000	215,250,000	21,525,000	215,250,000
Issued during the period	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>21,525,000</b>	<b>215,250,000</b>	<b>21,525,000</b>	<b>215,250,000</b>

#### (b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

During the year ended 31 March 2016, the amount of per share dividend recognized as distributions to equity shareholders was Nil (31 March 2015: Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (c) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	31 March 2016		31 March 2015	
	No.	% holding in the class	No.	% holding in the class
Equity shares of Rs.10 each fully paid				
Shri Subrata Roy Sahara	5,200,000	24.16	5,200,000	24.16
Sahara India Financial Corporation Limited	3,076,912	14.29	3,076,912	14.29
Sahara Prime City Limited	3,261,790	15.15	3,261,790	15.15
Bennett Coleman & Co. Limited	1,100,000	5.11	1,100,000	5.11

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## Notes to financial statements for the year ended 31 March 2016

### 4. Reserves and surplus

	31 March 2016 Rs.	31 March 2015 Rs.
<b>Securities premium account</b>		
Balance as per the last financial statements	2,084,850,000	2,084,850,000
<b>Closing Balance</b>	<b>2,084,850,000</b>	<b>2,084,850,000</b>
Surplus/ (deficit) in the statement of profit and loss		
Balance as per the last financial statements	315,233,729	644,446,572
Profit/(loss) for the year	(296,575,572)	(329,212,843)
<b>Net surplus in the statement of profit and loss</b>	<b>18,658,157</b>	<b>315,233,729</b>
<b>Total reserves and surplus</b>	<b>2,103,508,157</b>	<b>2,400,083,729</b>

### 5. Trade payables

	31 March 2016 Rs.	31 March 2015 Rs.
Trade payables (including acceptances) (refer note 31 for details of dues to micro and small enterprises)	454,087,024	469,070,165
	<b>454,087,024</b>	<b>469,070,165</b>

### 6. Other current liabilities

	31 March 2016 Rs.	31 March 2015 Rs.
Other liabilities		
Advance from customers	3,066,088	3,066,088
Others		
TDS payable	1,874,699	1,956,805
Expenses payable	14,887,915	14,805,809
	<b>19,828,702</b>	<b>20,977,059</b>

### 7. Short-term provisions

	31 March 2016 Rs.	31 March 2015 Rs.
Provision for employee benefits		
Provision for gratuity	703,391	1,711,654
Provision for leave benefits	3,205,849	2,197,586
	3,909,240	3,909,240
Other provisions		
Provision for taxation (net of advance tax of Rs. 49,619,788	11,180,212	11,180,212
(31 March 2015: Rs. 49,619,788))	11,180,212	11,180,212
	<b>15,089,452</b>	<b>15,089,452</b>

## Notes to financial statements for the year ended 31 March 2016

8. Tangible assets							
	Buildings	Office equipment	Shooting equipment	Computers	Furniture and fixtures	Vehicles	Total
<b>Cost or valuation</b>							
At 1 April 2014	2,087,780	771,710	630,500	10,082,920	1,787,523	12,498,558	27,858,991
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	5,190,420	145,500	2,080,533	7,416,453
At 31 March 2015	2,087,780	771,710	630,500	4,892,500	1,642,023	10,418,025	20,442,538
Additions	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	1,123,867	1,123,867
At 31 March 2016	2,087,780	771,710	630,500	4,892,500	1,642,023	9,294,158	19,318,671
<b>Depreciation</b>							
At 1 April 2014	367,832	269,956	501,816	9,883,680	1,051,071	8,462,000	20,536,355
Charge for the year	41,190	62,238	55,672	(45,385)	510,139	1,440,233	2,064,087
Disposals	-	-	-	5,190,420	145,500	2,080,533	7,416,453
At 31 March 2015	409,022	332,194	557,488	4,647,875	1,415,710	7,821,700	15,183,989
Charge for the year	41,303	62,406	41,487	-	141,323	946,269	1,232,788
Disposals	-	-	-	-	-	969,499	969,499
	450,325	394,600	598,975	4,647,875	1,557,033	7,798,470	15,447,278
<b>Net Block</b>							
At 31 March 2015	1,678,758	439,516	73,012	244,625	226,313	2,596,325	5,258,549
At 31 March 2016	1,637,455	377,110	31,525	244,625	84,990	1,495,688	3,871,393

## 9. Non-current investments

	31 March 2016 Rs.	31 March 2015 Rs.
Trade investments (valued at cost unless stated otherwise)		
Unquoted equity instruments		
1,108,280 (31 March 2015: 1,108,280) shares of Rs. 10 each fully paid - up in Sahara India Life Insurance Company Limited	11,082,800	11,082,800
3,750 (31 March 2015: 3,750) shares of Rs. 10 each fully paid-up in Sahara Care Limited	37,500	37,500
6,000,000 (31 March 2015: Nil) shares of Rs. 10 each fully paid-up in Sahara Sanchar Limited	186,000,000	-
	197,120,300	11,120,300
Aggregate amount of quoted investments (Market value: Nil (31 March 2015: Nil))	-	-
Aggregate amount of unquoted investments	197,120,300	11,120,300
As per order of Hon'ble Supreme Court of India dated 21-11-2013, SEBI has attached/frozen the above Non-current investments of Rs 11,120,300. (refer note 29 for details)		

## Notes to financial statements for the year ended 31 March 2016

### 10. Loans and advances

	Non-current		Current	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015
	Rs.	Rs.	Rs.	Rs.
<b>Security deposit</b>				
Unsecured, considered good	508,000	1,525,500	950,000	600,000
Advances to related parties (note 26)				
Unsecured, considered good	-	-	67,510	285,815,699
Amount transferred to Sahara-SEBI account*	-	-	694,027,883	694,027,883
Advance for purchase of equity shares	-	-	-	185,000,000
	-	-	694,095,393	1,164,843,582
Advances recoverable in cash or kind				
Unsecured considered good	-	-	583,073,521	298,969,159
Doubtful	-	-	74,940,261	71,719,758
	-	-	658,013,782	370,688,917
Provision for doubtful advances	-	-	(74,940,261)	(71,719,758)
	-	-	583,073,521	298,969,159
Other loans and advances				
Advance income-tax (net of provision for taxation of Rs. 150,398,972 (31 March 2015: Rs. 150,398,972))	131,028,149	130,610,369	-	-
Prepaid expenses	-	-	122,510	76,743
Advance to employees	-	-	2,676,774	1,909,500
Balances with statutory / government authorities	387,940,497	393,990,383	-	-
	518,968,646	524,600,752	2,799,284	1,986,243
	519,476,646	526,126,252	1,280,918,198	1,466,398,984

\*Hon'ble Supreme Court vide it's order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. Accordingly, the company has transferred an amount of Rs 694,027,883 to Sahara-SEBI Refund account. (refer note 29 for details)

Loans and advances due by related parties				
Sahara India Mass Communication	-	-	67,510	67,510
Sahara India	-	-	1,036,969	1,036,969
Aamby Valley Ltd.	-	-	8,032	8,032
Sahara Hospitality Ltd.	-	-	3,400	3,400
Sahara Global Mastercraft Ltd.	-	-	2,400	2,400
Sahara India Tourism Development Corporation Ltd.	-	-	20,280	20,280
Loans and advances due by directors or other officers, etc.				
Shri Boney Kapoor*	-	-	-	24,400,000
Loans and advances due by related parties, in which directors are interested				
S K Film Enterprises*	-	-	-	256,777,108
BSK Network and Entertainment Pvt. Ltd*	-	-	-	3,500,000

\*Shri Boney Kapoor has resigned from the directorship of the Company w.e.f 14.11.2015.

## Notes to financial statements for the year ended 31 March 2016

### 11. Current investments

	31 March 2016 Rs.	31 March 2015 Rs.
Current investments (valued at lower of cost and fair value, unless stated otherwise)		
Quoted mutual funds		
21,895.06 (31 March 2015: 27,915.63) mutual fund units of Rs. 1,000 each fully paid-up of Sahara liquid fund	22,254,707	28,798,571
	22,254,707	28,798,571
Aggregate amount of quoted investments (Market value: Rs 23,784,543 (31 March 2015: Rs 28,994,413 ))	22,254,707	28,798,571
Aggregate amount of unquoted investments	-	-

### 12. Inventories (valued at lower of cost and net realisable value)

	31 March 2016 Rs.	31 March 2015 Rs.
Inventories		
- Films rights	6,340,668	268,066,897
- Television programmes	34,604,148	94,225,843
	40,944,816	362,292,740

### 13. Trade receivables (unsecured)

	31 March 2016 Rs.	31 March 2015 Rs.
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	696,487,342	674,375,485
Doubtful	57,878,158	53,536,830
	754,365,500	727,912,315
Provision for doubtful receivables	(57,878,158)	(53,536,830)
	696,487,342	674,375,485
Other receivables		
Considered good	37,108,638	32,031,985
	37,108,638	32,031,985
	733,595,980	706,407,470

### 14. Cash and bank balances

	31 March 2016 Rs.	31 March 2015 Rs.
Cash and cash equivalents		
Balance with banks		
- On current accounts	8,445,842	12,933,696
- Deposits with original maturity of less than three months	1,000,000	1,000,000
Cash on hand	72,575	70,965
	9,518,417	14,004,661
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	62,878	62,878
	62,878	62,878
	9,581,295	14,067,539

## Notes to financial statements for the year ended 31 March 2016

### 15. Revenue from operations (gross)

	31 March 2016 Rs.	31 March 2015 Rs.
Television revenue	50,408,868	261,395,589
Motion picture revenue	-	1,948,213
	50,408,868	263,343,802

### 16. Other income

	31 March 2016 Rs.	31 March 2015 Rs.
Interest income on		
-Bank deposits	-	8,086,499
Dividend income on Current investments	456,136	2,673,751
Recovery of employee costs	-	16,413,222
	456,136	27,173,472

### 17. Purchase of content

	31 March 2016 Rs.	31 March 2015 Rs.
Television content		
Programme purchase	-	151,625,000
Motion picture content		
Film production	-	136,051,204
	-	287,676,204

### 18. (Increase)/ decrease in inventories

	31 March 2016 Rs.	31 March 2015 Rs.	(Increase) / decrease Rs.
Inventories at the end of the year			
Films	6,340,668	268,066,897	261,726,229
Television programmes	34,604,148	94,225,843	59,621,695
	40,944,816	362,292,740	321,347,924
Inventories at the beginning of the year			
Films	268,066,897	345,095,656	77,028,759
Television programmes	94,225,843	157,525,694	63,299,851
	362,292,740	502,621,350	140,328,610

### 19. Employee benefits expense

	31 March 2016 Rs.	31 March 2015 Rs.
Salaries, wages and bonus	7,512,003	50,501,568
Contribution to provident and other funds	123,316	1,246,115
Staff welfare expenses	50,324	79,544
Gratuity expense (refer note 23)	-	785,473
	7,685,643	52,612,700

## Notes to financial statements for the year ended 31 March 2016

### 20. Other expenses

	31 March 2016	31 March 2015
	Rs.	Rs.
Power and fuel	258,507	1,854,738
Rent	2,303,174	10,542,486
Rates and taxes	311,756	1,239,185
Insurance	149,048	860,896
Repairs and maintenance - others	396,483	204,375
Advertising and sales promotion	94,000	45,889,429
Travelling and conveyance	753,502	3,114,091
Communication costs	1,168,281	1,701,198
Legal and professional fees	1,013,284	5,346,871
Directors' sitting fees	670,000	660,000
Payment to auditor (Refer details below)	751,200	2,093,294
Exchange difference (net)	-	70,215
Provision for doubtful advances	3,220,503	5,000,000
Provision for doubtful debts	4,341,328	18,972,486
Bad debts / advances written off	667,500	168,803
Bank charges	811	26,907
Miscellaneous expenses	717,343	1,163,788
	16,816,720	98,908,762

#### Payment to auditor

	31 March 2016	31 March 2015
	Rs.	Rs.
As auditor:		
Audit fee	450,000	1,400,000
Limited Review	300,000	600,000
Auditors expenses	1,200	93,294
	751,200	2,093,294

### 21. Finance costs

	31 March 2016	31 March 2015
	Rs.	Rs.
Interest		
- others	170,466	1,555,035
	170,466	1,555,035

### 22. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	31 March 2016	31 March 2015
	Rs.	Rs.
Net profit/ (loss) for calculation of basic & diluted EPS	(296,575,572)	(329,212,843)
Weighted average number of equity shares in calculating basic & diluted EPS [nominal value of share Rs. 10 (31 March 2015: Rs. 10)]	21,525,000	21,525,000
Earnings per share (basic & diluted)	(13.78)	(15.29)



## Notes to financial statements for the year ended 31 March 2016

### 23. Gratuity and other post-employment benefit plans:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

#### Statement of profit and loss

Net employee benefit expense recognized in the employee cost	Gratuity	
	31 March 2016	31 March 2015
	Rs.	Rs.
Current service cost	34,873	102,494
Interest cost on benefit obligation	98,950	328,252
Expected return on plan assets	(2,078)	(209,550)
Net actuarial( gain) / loss recognised in the year	(1,140,008)	564,277
Expenses recognised in statement of profit and loss	(1,008,263)	785,473
Actual return on plan assets	-	395,890

#### Balance sheet

Benefit asset/ liability	Gratuity	
	31 March 2016	31 March 2015
	Rs.	Rs.
Defined benefit obligation	703,391	1,763,592
Fair value of plan assets	-	51,938
Net asset/(liability) recognised in balance sheet	(703,391)	(1,711,654)

Changes in the present value of the defined benefit obligation are as follows:

	Gratuity	
	31 March 2016	31 March 2015
	Rs.	Rs.
Opening defined benefit obligation	1,763,592	5,530,905
Interest cost	98,950	328,252
Current service cost	34,873	102,494
Benefits paid	(51,938)	(4,948,676)
Actuarial Losses/(Gains) on defined benefit obligation	(1,142,086)	750,617
Closing defined benefit obligation	703,391	1,763,592

## Notes to financial statements for the year ended 31 March 2016

Changes in the fair value of plan assets are as follows:

	Gratuity	
	31 March 2016	31 March 2015
	Rs.	Rs.
Opening fair value of plan assets	51,938	4,604,724
Expected return on plan assets	2,078	209,550
Contributions by employer	-	-
Benefits paid	(51,938)	(4,948,676)
Actuarial Gain on plan assets	(2,078)	186,340
Closing fair value of plan assets	-	51,938

The company expects to contribute Rs 166,371 to gratuity in the next year.

The principal assumptions used in determining gratuity obligations for the company's plans are shown below:

	Gratuity	
	31 March 2016	31 March 2015
Discount rate per annum compound (per annum)	8.00%	8.00%
Salary growth rate (per annum)	6.00%	5.00%
Expected rate of return on assets (per annum)	8.00%	9.00%

The expected rate of return on assets is taken on the basis of LIC rate and RBI Deep Discounting Rate.

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous four periods are as follows:

	31 Mar 2016	31 Mar 2015	31 Mar 2014	31 Mar 2013	31 Mar 2012
	Rs.	Rs.	Rs.	Rs.	Rs.
Defined benefit obligation	703,391	1,763,592	5,530,905	4,423,355	3,570,229
Plan assets	-	51,938	4,604,724	3,818,998	3,504,861
Surplus / (deficit)	(703,391)	(1,711,654)	(926,181)	(604,357)	(65,368)
Experience adjustments on plan liabilities	50,372	47,728	(283,854)	149,337	(273,072)
Experience adjustments on plan assets	(2,078)	186,340	(32,994)	(15,437)	26,676

### 24. Leases

#### Operating lease: company as lessee

The Company has entered into operating cancellable lease agreements for its office premises/ Godown for a period of 3-5 years. There are no clauses relating to renewal / escalation. There are no subleases. The lease rental charged during the year is as follows:

	31 March 2016	31 March 2015
	Rs.	Rs.
Lease payments recognized in statement of profit and loss account for the year	2,303,174	10,542,486
	<b>2,303,174</b>	<b>10,542,486</b>

### 25. Segmental Information:

Business Segments:

## Notes to financial statements for the year ended 31 March 2016

The Company operating businesses are organized and managed separately according to the nature of services provided, with each segment representing a strategic business unit that serves different markets. The Company principal business is sale of television programmes and motion pictures production and distribution.

	Continuing Operations				Consolidated	
	Television		Motion Pictures		Total	
	2016	2015	2016	2015	2016	2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Revenue</b>						
External sales (net of service tax)	50,408,868	261,395,589	-	1,948,213	50,408,868	263,343,802
Other income	-	16,413,222	-	-	-	16,413,222
Inter-segment sales	-	-	-	-	-	-
<b>Total revenue</b>	<b>50,408,868</b>	<b>277,808,811</b>	<b>-</b>	<b>1,948,213</b>	<b>50,408,868</b>	<b>279,757,024</b>
<b>Results</b>						
Segment result	(278,542,374)	(97,125,132)	(94,000)	(154,495,739)	(278,636,374)	(251,620,871)
Unallocated expenses					(18,037,833)	(50,212,468)
Operating profit					(296,674,207)	(301,833,338)
Finance costs					(170,466)	(1,555,035)
Other income including finance income					456,136	10,760,249
Exceptional Items					-	-
Profit before tax					(296,388,537)	(292,628,124)
Income taxes					-	(36,302,537)
<b>Net profit</b>					<b>(296,388,537)</b>	<b>(328,930,661)</b>
Segment assets	717,749,105	955,758,826	558,303,151	800,264,544	1,356,375,354	1,756,023,369
Unallocated assets					1,451,387,980	1,281,022,193
<b>Total assets</b>					<b>2,807,763,334</b>	<b>3,037,045,562</b>
Segment liabilities	(364,630,702)	(384,691,135)	(2,048,474)	(2,298,854)	(447,002,275)	(386,989,989)
Unallocated liabilities					(42,002,903)	(34,721,845)
<b>Total liabilities</b>					<b>(489,005,178)</b>	<b>(421,711,833)</b>
<b>Other segment information</b>						
Capital expenditures :						
Tangible assets					(1,123,867)	(7,416,453)
Depreciation	44,576	55,672	-	-	263,289	(5,352,366)
Other non-cash expenses	-	-	-	-	8,229,331	24,141,289

Geographical Segments – The Company operates in one geographical segment, i.e. India.

### 26. Related party disclosures

Related parties with whom transactions have taken place during the year

## Notes to financial statements for the year ended 31 March 2016

Related parties where control exists irrespective of whether transactions have occurred or not :- Major shareholders having control over the company	Shri Subrata Roy Sahara
Enterprises owned or significantly influenced by major shareholders, key management personnel or their relatives	Aamby Valley Ltd. Sahara Global Mastercraft Ltd. Sahara Hospitality Ltd. Sahara India Commercial Corporation Ltd. Sahara India Mass Communication, partnership firm Sahara India Tourism Development Corporation Ltd. Sahara India, partnership firm Sahara Infrastructure & Housing Ltd. Sahara Net Corp Ltd. Sahara Prime City Limited Sahara Sanchar Ltd. Sahara Universal Mining Corporation Limited BSK Network & Entertainment Pvt. Ltd. S K Film Enterprises
Key Management Personnel	Smt. Rana Zia, Wholetime Director (From 14.11.2015) Shri Boney Kapoor, Director (Till 14.11.2015) Shri Suresh Mishra, Manager (Assistant Director) (Till 01.11.2014.) Shri Nitin Raghuvanshi (Principal Officer) (From 01.11.2014 to 1.06.2015) Shri Sanjay Garg, Chief Finance Officer (Till 14.11.2015) Shri P C Tripathy, Chief Finance Officer (From 14.02.2016) Shri Sukhendra Kumar, Company Secretary (From 14.11.2015)

### Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

#### A. Sale/ purchase of goods and services B. Advances given and repayment thereof

	Year ended	Advances given/ transferred Rs.	Advances repaid/ adjusted Rs.	Amount receivable/ Payable) from/to related parties Rs.
Aamby Valley Ltd.	31 March 2016 31 March 2015	- 8,032	- -	8,032 8,032
Sahara Hospitality Ltd.	31 March 2016 31 March 2015	- 3,400	- -	3,400 3,400
Sahara Global Mastercraft Ltd.	31 March 2016 31 March 2015	- 2,400	- -	2,400 2,400
Sahara India Tourism Development Corporation Ltd.	31 March 2016 31 March 2015	- 20,280	- -	20,280 20,280
Sahara India Mass Communication	31 March 2016 31 March 2015	- -	- -	67,510 67,510
Sahara India	31 March 2016 31 March 2015	- 1,100,900	- 63,931	1,036,969 1,036,969
BSK Network and Entertainment Pvt. Ltd.^	31 March 2016 31 March 2015	- -	- -	- 3,500,000
Shri Boney Kapoor^	31 March 2016 31 March 2015	- -	- -	- 24,400,000*
S K Film Enterprises^	31 March 2016 31 March 2015	- -	- 200,000,000	- 256,777,108*

\* Includes amount paid before Shri Boney Kapoor became a director of the Company.

^ Shri Boney Kapoor has resigned from the Directorship w.e.f 14.11.2015.

#### C. Advances taken and repayment thereof

	Year ended	Advances taken Rs.	Advances repaid Rs.	Amount owed to related parties Rs.
--	------------	-----------------------	------------------------	--

## Notes to financial statements for the year ended 31 March 2016

Sahara Prime City Limited	31 March 2016	-	-	281,523
	31 March 2015	281,523	-	281,523

### D. Advances given for purchase of shares

	Year ended	Advances paid Rs.	Shares Purchase	Amount receivable from related parties Rs.
Sahara India Commercial Corporation Ltd.	31 March 2016	-	185,000,000	-
	31 March 2015	185,000,000	-	185,000,000

### E. Remuneration to key managerial personnel

	31 March 2016	31 March 2015
	Rs.	Rs.
Shri Suresh Mishra (till 1.11.2014)	-	2,844,399
Shri Nitin Raghuvanshi (from 01.11.2014 to 31.05.2015)	633,440	1,937,458
Shri Sanjay Garg (till 14.11.2015)	2,378,997	3,810,399
Shri P. C. Tripathy (from 14.02.2016)	85,275	-

The remuneration to the key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole.

### 27. Capital and other commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, are Rs. Nil (31 March 2015: Rs. Nil)

### 28. Contingent

### liabilities

	31 March 2016	31 March 2015
	Rs.	Rs.
a) Income Tax in respect of Assessment Years 2000-01 to 2013-14 in respect of which the Company has gone on appeal. Based on judicial pronouncements, the Company's claim is likely to be accepted by the appellate authorities.	493,460,294	488,927,640
b) Custom case pending at appellate authorities in respect of financial year 2008-09.	445,000	445,000

The Company is contesting the demands and the management, including its tax advisors, believe that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the tax demand raised. The management believes that the ultimate outcome of this proceeding will not have a material adverse effect on the company's financial position and results of operations.

29. In the matter of dispute in respect of repayment of Optionally Fully Convertible Debentures (OFCDs) by two group companies, namely M/s Sahara India Real Corporation Limited & Sahara Housing Investment Corporation Limited, the Hon'ble Supreme Court of India vide its order dated 21-11-2013 had directed that Sahara Group of Companies shall not part with movable and immovable properties and accordingly Security and Exchange Board of India (SEBI) has seized the company's Fixed Deposit and Non Current Investment. Subsequent to this, Hon'ble Supreme Court vide its order dated 4th June, 2014 has directed to defreeze the Fixed Deposit account of the company subject to condition that total proceeds would be transferred to special account opened by the SEBI. Accordingly, the company has transferred an amount of Rs 694,027,883 to Sahara-SEBI Refund account. However, the company's management strongly believes that the money deposited is recoverable and will be received back alongwith interest, as the amount in Sahara - SEBI Refund Account is in the shape of Fixed Deposit. However, the Company has not accrued any interest on this amount.

## Notes to financial statements for the year ended 31 March 2016

### 30. Unhedged foreign currency exposure

Particulars of unhedged foreign currency exposure as at the reporting date

Particulars	Amount
Advance from customers	USD 41,203 (31 March 2015: USD 41,203) Rs 2,578,929 (31 March 2015:Rs Rs 2,578,929)

### 31. Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises(MSMED) Act, 2006

As per the information available with the Company, no amounts are due to Micro, Small and Medium enterprises as per MSMED Act, 2006 as at 31 March 2016. (31 March 2015: Nil)

### 32. Expenditure in foreign currency (accrual basis)

	31 March 2016	31 March 2015
	Rs.	Rs.
Film production	-	83,277,954
Advertising and sales promotion	-	9,866,697
	-	<b>93,144,651</b>

### 33. Earnings in foreign currency (accrual basis)

	31 March 2016	31 March 2015
	Rs.	Rs.
Revenue from operations – sale of content	36,618	7,996,965
	<b>36,618</b>	<b>7,996,965</b>

### 34. Previous year's figures have been regrouped where necessary to conform to this year's classification.

For and on behalf of the Board of Directors of Sahara One Media and Entertainment Limited

For **D.S. SHUKLA & CO.**

Firm Registration No. 000773C  
Chartered Accountants

**O. P. Srivastava**  
Director

**Rana Zia**  
Whole Time Director

**A.K. Dwivedi**  
Partner

Membership No.78297  
Delhi/ NCR: May 24, 2016

**P. C. Tripathy**  
Chief Financial Officer

**Sukhmendra Kumar**  
Company Secretary



**AUDITOR REPORT AND ITS ANNEXURE**  
**BALANCE SHEET AND ITS NOTES TO ACCOUNT**  
**Form No. SH-13 Nomination Form**

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

To

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

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

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

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

(2) PARTICULARS OF NOMINEE/S —

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

(3) IN CASE NOMINEE IS A MINOR--

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

Name of the Security Holder(s) Signature

- 1.
- 2.
- 3.

Name, Address and Signature of two Witnesses

Name and Address

Signature with date

- 1.
- 2.

(Applicable only in respect of physical shareholding)

Place:

Date: \_\_\_\_/\_\_\_\_/\_\_\_\_

Instructions:



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



## 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

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the member (s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Folio No/ Client Id: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

1) Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

2) Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_ or failing him

3) Name: \_\_\_\_\_ E-mail Id: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the .....Annual general meeting of the Company, to be held on the ..... day of..... At..... a.m./p.m. at.....(place) and at any adjournment thereof in respect of such resolutions as are indicated below:

S.NO	RESOLUTIONS	FOR	AGAINST

Signed this \_\_\_\_ day of \_\_\_\_ 20 \_\_\_\_

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





## 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](mailto:investors@sahara-one.com)

Web site: [www.sahara-one.com](http://www.sahara-one.com)

### ATTENDANCE SLIP

I hereby record my presence at the Thirty Fifth Annual General Meeting of SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED held on Thursday, the 29<sup>th</sup> day of September, 2016 at 2:00 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.





## 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

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

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

### BALLOT PAPER

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

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

No.	Item No.	No. of shares held by me	I assent to the resolution (√)	I dissent from the resolution (√)
	<b>Ordinary Business:</b>			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.			
2.	Appoint a director in place of Shri O.P. Srivastava, who retires by rotation and being eligible, offers himself for re-appointment			
3.	Appointment of Messrs D.S. Shukla & CO. Chartered Accountants as the Auditors of the Company for a term of four years.			
	<b>Special Business:</b>			
4.	Adoption Of New Set Of Articles Of Association Of Company Inter-Alia Pursuant To The Companies Act, 2013.			
5.	Approval of Material Related Party Transaction Entered by Company with Related Parties under Section 188 of the Companies Act, 2013			
6.	Appointment of Smt. Rana Zia as Whole Time Director			
	Place: Sahara India Point, CTS 40-44, S.V. Road, Goregaon (W), Mumbai - 400 104. Date:	Signature of the shareholder(s) / Proxy Holder		

