

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2012

Quarterly Compliance Report on Corporate Governance

Name of the Company: **Sahara One Media And Entertainment Limited**

Quarter Ending on: **31st March, 2012**

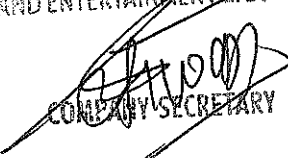
Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
[I] Board of Directors	49 I		
(A) Composition of Board	49(IA)	No	<u>Annexure – IA</u> (will be complied with soon)
(B) Non-Executive Directors' compensation & disclosures	49(IB)	Yes	<u>Annexure – IB</u>
(C) Other Provisions as to Board and Committees	49(IC)	Yes	<u>Annexure – IC</u> Committee Membership & Chairmanship given in Annual Report 2010-2011
(D) Code of Conduct	49(ID)	Yes	Declarations forms part of Annual Report 2010-2011
[II] Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	<u>Annexure-IIA</u>
(B) Meeting of Audit Committee	49(IIB)	Yes	<u>Annexure-IIB</u>
(C) Powers of Audit Committee	49(IIC)	Yes	
(D) Role of Audit Committee	49(IID)	Yes	
(E) Review of Information by Audit Committee	49(IIE)	Yes	
[III] Subsidiary Companies	49 (III)	NA	No Subsidiary Co.
[IV] Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	Details are placed before the Audit Committee
(B) Disclosure of Accounting Treatment	49 (IV B)		Forms part of Annual Report 2010-2011.
(C) Board Disclosure	49 (IV C)	Yes	
(D) Proceeds from Public issues, rights issues, preferential Issues etc.	49 (IV D)	N.A.	No allotment has been made by the company through public issue, Right issue and Preferential issue during the quarter.
(E) Remuneration of Directors	49 (IV E)	Yes	No remuneration etc. is paid to Directors except sitting fee for attending Meetings.

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2012

(F) Management	49 (IV F)	Yes	Forms part of Annual Report 2010-2011.
(G) Shareholders/ Share Transfer / Investors Grievance Committee	49(IV G)	Yes	<u>Annexure- III</u>
[V] CEO/CFO Certification	49 (V)	Yes	Declaration from CFO forms part of Annual Report 2010-2011.
[VI] Report on Corporate Governance	49 (VI)	Yes	Forms part of Annual Report 2010-2011.
[VII] Compliance	49 (VII)	Yes	

Certified to be True

For SAHARA ONE MEDIA AND ENTERTAINMENT LTD.


COMPANY SECRETARY

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2012

Annexure – IA

COMPOSITION OF BOARD

Name of Director	Status	Executive / Non Executive
Shri Subrata Roy Sahara, Chairman	Promoter Director	Non-Executive
Smt. Swapna Roy	Promoter Director	Non-Executive
Shri O. P. Srivastava	Promoter Director	Non-Executive
Shri Boney Surinder Kapoor	Professional	Executive Director (WTD)
Shri R. S. Rathore	Independent	Non Executive
Shri Brijendra Sahay	Independent	Non Executive
Shri J. N. Roy	Independent	Non Executive

Note- Shri Amitabha Ghosh, Independent Director of the Company has tendered his resignation w. e. f 8th February, 2012.

Annexure IB

NON-EXECUTIVE DIRECTORS' COMPENSATION & DISCLOSURES

Name of Director	Compensation Paid	Stock Option	Shares held
Shri Subrata Roy Sahara, Chairman	Nil	Nil	52,00,000
Smt. Swapna Roy	Nil	Nil	3,50,000
Shri O. P. Srivastava	Nil	Nil	10,00,000
Shri R. S. Rathore	Nil	Nil	Nil
Shri Brijendra Sahay	Nil	Nil	Nil
Shri J. N. Roy	Nil	Nil	Nil

Note: Company pays sitting fee to the Directors for attending Board Meetings, Audit Committee Meetings and other committee Meetings of Company.

Certified to be True

For Sahara One Media And Entertainment Limited


Company Secretary.

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2012

Annexure IC

BOARD PROCEDURE

Date of Board of Directors' Meetings
(During the quarter January 2012 to March 2012)

08.02.2012

Certified to be True

For SAHARA ONE MEDIA AND ENTERTAINMENT LTD


COMPANY SECRETARY

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2012

Annexure IIA

QUALIFIED & INDEPENDENT AUDIT COMMITTEE

Name of Director / Secretary	Status
Shri R. S. Rathore, Chairman	Independent- Non Executive
Shri O. P. Srivastava	Promoter-Non-Executive
Shri Brijendra Sahay	Independent- Non Executive
Shri J. N. Roy	Independent- Non Executive
Shri S. C. Tiwari	Company Secretary

Note- Shri Amitabha Ghosh, Independent Director of the Company ceased to be member of the Audit Committee due to his resignation from the Board w. e. f 8th February, 2012

Annexure IIB

DATE OF AUDIT COMMITTEE MEETINGS
(During the quarter January 2012 to March 2012)

08.02.2012

30.03.2012

Certified to be True

For Sahara One Media And Entertainment Limited


Company Secretary.

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2012


Annexure III

SHARE TRANSFER / INVESTORS GRIEVANCE COMMITTEE

Name of Director	Executive / Non Executive
Smt. Swapna Roy	Promoter- Non-Executive
Shri Brijendra Sahay	Independent- Non Executive
Shri J. N. Roy	Independent- Non Executive
Shri S. C. Tiwari	Company Secretary

Certified to be True .

For SAHARA ONE MEDIA AND ENTERTAINMENT LTD.


COMPANY SECRETARY