

**Sahara One Media And Entertainment Limited**Quarter ended on: 31<sup>st</sup> December, 2012**Quarterly Compliance Report on Corporate Governance**

Name of the Company:

**Sahara One Media And Entertainment Limited**

Quarter Ending on:

**31<sup>st</sup> December, 2012**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
<b>[I] Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	Yes	<u>Annexure – IA</u>
(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 2011-2012
(D) Code of Conduct	49(ID)	Yes	Declarations forms part of Annual Report 2011-2012
<b>[II] Audit Committee</b>	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	
<b>[III] Subsidiary Companies</b>	49 (III)	NA	No Subsidiary Co.
<b>[IV] Disclosures</b>	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)	YES	Forms part of Annual Report 2011-2012.
(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.

**CERTIFIED TO BE TRUE**

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For Sahara One Media and Entertainment Limited

  
Company Secretary

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 31<sup>st</sup> December, 2012

(F) Management	49 (IV F)	Yes	Forms part of Annual Report 2011-2012.
(G) Shareholders/ Share Transfer / Investors Grievance Committee	49(IV G)	Yes	<u>Annexure- III</u>
<b>[V] CEO/CFO Certification</b>	49 (V)	Yes	Declaration from CFO forms part of Annual Report 2011-2012.
<b>[VI] Report on Corporate Governance</b>	49 (VI)	Yes	Forms part of Annual Report 2011-2012.
<b>[VII] Compliance</b>	49 (VII)	Yes	

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For Sahara One Media and Entertainment Limited

  
Company Secretary

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 31<sup>st</sup> December, 2012

**Annexure – IA**

**COMPOSITION OF BOARD**

<b>Name of Director</b>	<b>Status</b>	<b>Executive / Non Executive</b>
Shri Subrata Roy Sahara, <b>Chairman</b>	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: Smt. Swapna Roy, Non-Executive Promoter Director has tendered her resignation w.e.f. 8<sup>th</sup> November, 2012.

**Annexure IB**


**NON-EXECUTIVE DIRECTORS' COMPENSATION & DISCLOSURES**

<b>Name of Director</b>	<b>Compensation Paid</b>	<b>Stock Option</b>	<b>Shares held</b>
Shri Subrata Roy Sahara, <b>Chairman</b>	Nil	Nil	52,00,000
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.

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For Sahara One Media and Entertainment Limited

  
Company Secretary

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 31<sup>st</sup> December, 2012

Annexure IC

**BOARD PROCEDURE**

Date of Board of Directors' Meetings  
(During the quarter October 2012 to December 2012)

08.11.2012

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For Sahara One Media and Entertainment Limited

  
Company Secretary

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 31<sup>st</sup> December, 2012

Annexure IIA

**QUALIFIED & INDEPENDENT AUDIT COMMITTEE**

<b>Name of Director / Secretary</b>	<b>Status</b>
Shri R. S. Rathore, <b>Chairman</b>	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

Annexure IIB

**DATE OF AUDIT COMMITTEE MEETINGS**

(During the quarter October 2012 to December 2012)

08.11.2012

**CERTIFIED TO BE TRUE**

For Sahara One Media and Entertainment Limited,

  
Company Secretary

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 31<sup>st</sup> December, 2012

Annexure III

**SHARE HOLDERS / INVESTORS GRIEVANCE COMMITTEE**

<b>Name of Director</b>	<b>Executive / Non Executive</b>
Shri O. P. Srivastava - <b>Chairman</b>	Promoter- Non-Executive
Shri Brijendra Sahay	Independent- Non Executive
Shri J. N. Roy	Independent- Non Executive
Shri S. C. Tiwari	Company Secretary

Note: 1) Smt Swapna Roy, Promoter Director of the Company ceased to be member of the Shareholder / Investors Grievance Committee due to her resignation from the Board w.e.f. 8<sup>th</sup> November, 2012.

2) The Shareholders and Investors Grievances Committee of the Company was reconstituted by inducting Shri O. P. Srivastava, Promoter Non-Executive Director of the Company as Member and Chairman of the Committee with effect from 8<sup>th</sup> November, 2012.

**CERTIFIED TO BE TRUE**

For Sahara One Media and Entertainment Limited

  
Company Secretary