

**Sahara One Media And Entertainment Limited**

Quarter ended on: 30<sup>th</sup> September, 2014

**Quarterly Compliance Report on Corporate Governance**

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

Quarter Ending on: **30<sup>th</sup> September, 2014**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
<b>[I] Board of Directors</b>	49 II		
(A) Composition of Board	49(IIA)	Yes	<a href="#">Annexure – II A</a>
(B) Independent Directors	49(IIB)	Yes	<a href="#">Annexure – II B</a>
(C) Non-Executive Directors' compensation & disclosures	49(IIC)	Yes	<a href="#">Annexure – II C</a>
(D) Other Provisions as to Board and Committees	49(IID)	Yes	<a href="#">Annexure – II D</a> Committee Membership & Chairmanship given in Annual Report 2013-2014
(E) Code of Conduct	49(IIE)	Yes	Declarations forms part of Annual Report 2013-2014
(F) Whistle Blower Policy	49(II F)	Yes	
<b>[III] Audit Committee</b>	49 III		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	<a href="#">Annexure-III A</a>
(B) Meeting of Audit Committee	49(III B)	Yes	<a href="#">Annexure-III B</a>
(C) Powers of Audit Committee	49(III C)	Yes	
(D) Role of Audit Committee	49(III D)	Yes	
(E) Review of Information by Audit Committee	49(III E)	Yes	
<b>[IV] Nomination and Remuneration Committee</b>	49(IV)	Yes	<a href="#">Annexure-IV A</a>
<b>[V] Subsidiary Companies</b>	49 (V)	N.A.	No Subsidiary Co.
<b>[VII] Risk Management</b>	49(VI)	Yes	
<b>[VII] Related Party Transactions</b>	49 (VII)	Yes	
<b>[VIII] Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	Details are placed before the Audit Committee.
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	Forms part of Annual Report 2013-2014.
(C) Remuneration of Directors	49 (VIII C)		No remuneration etc. is paid to Directors except sitting fee for attending Meetings.
(D) Management	49 (VIII D)	Yes	Forms part of Annual Report 2013-2014.

**Sahara One Media And Entertainment Limited**

Quarter ended on: 30<sup>th</sup> September, 2014

(E) Shareholders	49 (VIII E)		<a href="#">Annexure- VIII E</a>
(F) Disclosure of resignation of Directors	49 (VIII F)	N.A.	No Directors resigned during the quarter.
(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	Draft Letter of appointment displayed on website of the company.
(H) Disclosures in the Annual Report	49 (VIII H)	Yes	Forms part of Annual Report 2013-2014.
(I) Proceeds from Public issues, rights issues, preferential Issues etc.	49 (VIII I)	N.A.	No allotment has been made by the company through public issue, Right issue and Preferential issue during the quarter.
<b>[IX] CEO/CFO Certification</b>	49 (IX)	Yes	Declaration from CFO forms part of Annual Report 2013-2014.
<b>[X] Report on Corporate Governance</b>	49 (X)	Yes	Forms part of Annual Report 2013-2014.
<b>[XI] Compliance</b>	49 (XI)	Yes	

For Sahara One Media and Entertainment Limited

  
Company Secretary

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 30<sup>th</sup> September, 2014

**Annexure – II A**

**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	Non-Promoter	Non-Executive
Shri R. S. Rathore	Independent	Non Executive
Shri Brijendra Sahay	Independent	Non Executive
Shri J. N. Roy	Independent	Non Executive

**Annexure II B**

**INDEPENDENT DIRECTORS**

<b>Name of independent Director</b>	<b>Status</b>
Shri R. S. Rathore	Independent- Non Executive
Shri Brijendra Sahay	Independent- Non Executive
Shri J. N. Roy	Independent- Non Executive

**Annexure II C**

**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 Boney Surinder Kapoor	Nil	Nil	Nil
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.

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 30<sup>th</sup> September, 2014

Annexure II D

**BOARD PROCEDURE**

Date of Board of Directors' Meetings  
(During the quarter July 2014 to September 2014)

11.08.2014

For Sahara One Media and Entertainment Limited



Company Secretary



**Sahara One Media And Entertainment Limited**  
Quarter ended on: 30<sup>th</sup> September, 2014

Annexure III A

**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 III B

**DATE OF AUDIT COMMITTEE MEETINGS**  
(During the quarter July 2014 to September 2014)

11.08.2014

Annexure-IV A

**NOMINATION AND REMUNERATION COMMITTEE**

‘Remuneration Committee’ re-constituted / re-named as ‘Nomination and Remuneration 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

**DATE OF NOMINATION AND REMUNERATION COMMITTEE MEETINGS**  
(During the quarter July 2014 to September 2014)

11.08.2014

**Sahara One Media And Entertainment Limited**  
Quarter ended on: 30<sup>th</sup> September, 2014

Annexure VIII E

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

‘Shareholders / Investors Grievance committee’ re-constituted and re-named as ‘Stakeholders Relationship 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

For Sahara One Media and Entertainment Limited

  
Company Secretary