

Sahara One Media And Entertainment LimitedQuarter ended on: 30th September, 2015**Quarterly Compliance Report on Corporate Governance**

Name of the Company:

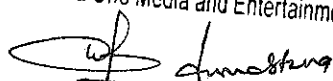
Sahara One Media And Entertainment Limited

Quarter Ending on:

30th September, 2015

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
[I] Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	<u>Annexure – II A</u>
(B) Independent Directors	49(IIB)	Yes	<u>Annexure – II B</u>
(C) Non-Executive Directors' compensation & disclosures	49(IIC)	Yes	<u>Annexure – II C</u>
(D) Other Provisions as to Board and Committees	49(IID)	Yes	<u>Annexure – II D</u> Committee Membership & Chairmanship given in Annual Report 2014-2015
(E) Code of Conduct	49(IIE)	Yes	Declarations forms part of Annual Report 2014-2015
(F) Whistle Blower Policy	49(II F)	Yes	
[II] Audit Committee	49 III		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	<u>Annexure-III A</u>
(B) Meetings of Audit Committee	49(III B)	Yes	<u>Annexure-III B</u>
(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	
[IV] Nomination and Remuneration Committee	49(IV)	Yes	<u>Annexure-IV A</u>
[V] Subsidiary Companies	49 (V)	N.A.	No Subsidiary Co.
[VII] Risk Management	49(VI)	Yes	
[VII] Related Party Transactions	49 (VII)	Yes	
[VIII] Disclosures	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 2014-2015.
(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 2014-2015.

For Sahara One Media and Entertainment Limited

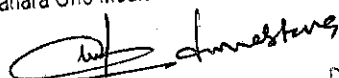


Director

Sahara One Media And Entertainment LimitedQuarter ended on: 30th September, 2015

(E) Shareholders	49 (VIII E)		<u>Annexure- VIII E</u>
(F) 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.
[IX] CEO/CFO Certification	49 (IX)	Yes	Declaration from CFO forms part of Annual Report 2014-2015.
[X] Report on Corporate Governance	49 (X)	Yes	Forms part of Annual Report 2014-2015.
[XI] Compliance	49 (XI)	Yes	

For Sahara One Media and Entertainment Limited



Director

Sahara One Media And Entertainment Limited

Quarter ended on: 30th September, 2015

Annexure – II A

COMPOSITION OF BOARD:

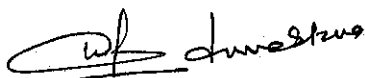
Name of Director	Status	Executive / Non Executive
Shri O. P. Srivastava	Promoter Director	Non-Executive
Shri Boney Surinder Kapoor	Non-Promoter	Non-Executive
Shri R. S. Rathore	Independent	Non Executive
Shri Brijendra Sahay	Independent	Non Executive
Shri J. N. Roy	Independent	Non Executive
Smt. Rana Zia	Woman	Non Executive

Annexure II B

INDEPENDENT DIRECTORS:

Name of independent Director	Status
Shri R. S. Rathore	Independent- Non Executive
Shri Brijendra Sahay	Independent- Non Executive
Shri J. N. Roy	Independent- Non Executive
Smt. Rana Zia	Independent- Non Executive

For Sahara One Media and Entertainment Limited



Director

Sahara One Media And Entertainment Limited
Quarter ended on: 30th September, 2015

Annexure II C

NON-EXECUTIVE DIRECTORS' COMPENSATION & DISCLOSURES:

Name of Director	Compensation Paid	Stock Option	Shares held
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
Smt. Rana Zia	Nil	Nil	Nil

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

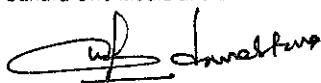
Annexure II D

BOARD PROCEDURE:

Date of Board of Directors' Meetings
(During the quarter July 2015 to September 2015)

12.08.2015

For Sahara One Media and Entertainment Limited



Director

Sahara One Media And Entertainment Limited
Quarter ended on: 30th September, 2015

Annexure III A

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

Annexure III B

DATE OF AUDIT COMMITTEE MEETINGS:
(During the quarter July 2015 to September 2015)

12.08.2015

Annexure-IV A

NOMINATION AND REMUNERATION COMMITTEE:

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

DATE OF NOMINATION AND REMUNERATION COMMITTEE MEETINGS:
(During the quarter July 2015 to September 2015)

No meetings held during the quarter.

For Sahara One Media and Entertainment Limited



Director

Sahara One Media And Entertainment Limited

Quarter ended on: 30th September, 2015

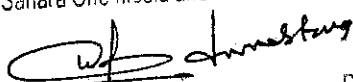
Annexure VIII E

STAKEHOLDERS RELATIONSHIP COMMITTEE:

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

Name of Director	Executive / Non Executive
Shri O. P. Srivastava - Chairman	Promoter- Non-Executive
Shri Brijendra Sahay	Independent- Non Executive
Shri J. N. Roy	Independent- Non Executive

For Sahara One Media and Entertainment Limited



Director