

Sahara One Media And Entertainment Limited
Quarter ended on: 31st March, 2015

Quarterly Compliance Report on Corporate Governance

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

Quarter Ending on: **31st March, 2015**

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
[I] Board of Directors	49 II		
(A) Composition of Board	49(IIA)	Yes	Annexure – II A
(B) Independent Directors	49(IIB)	Yes	Annexure – II B
(C) Non-Executive Directors' compensation & disclosures	49(IIC)	Yes	Annexure – II C
(D) Other Provisions as to Board and Committees	49(IID)	Yes	Annexure – II D 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	
[II] Audit Committee	49 III		
(A) Qualified & Independent Audit Committee	49(III A)	Yes	Annexure-III A
(B) Meeting of Audit Committee	49(III B)	Yes	Annexure-III B
(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	Annexure-IV A
[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 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.


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(E) Shareholders	49 (VIII E)		Annexure- VIII E
(F) Disclosure of resignation of Directors	49 (VIII F)	Yes	
(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.
[IX] CEO/CFO Certification	49 (IX)	Yes	Declaration from CFO forms part of Annual Report 2013-2014.
[X] Report on Corporate Governance	49 (X)	Yes	Forms part of Annual Report 2013-2014.
[XI] Compliance	49 (XI)	Yes	

For Sahara One Media and Entertainment Limited

Company Secretary

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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	Women	Non Executive

Notes:-

1. Shri Subrata Roy Sahara, Chairman & Non-Executive Promoter Director has resigned from the Directorship the Company w.e.f. 20th March, 2015.
2. Smt. Rana Zia has been appointed as an Additional Director (Women Director) of the Company w.e.f. 20th March, 2015.

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


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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 January 2015 to March 2015)

13.02.2015

For Sahara One Media and Entertainment Limited

Company Secretary

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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
Shri S. C. Tiwari	Company Secretary

Annexure III B

DATE OF AUDIT COMMITTEE MEETINGS

(During the quarter January 2015 to March 2015)

13.02.2015

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 January 2015 to March 2015)

No meetings held during the quarter.

For Sahara One Media and Entertainment Limited

Company Secretary

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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
Shri S. C. Tiwari	Company Secretary

For Sahara One Media and Entertainment Limited


Company Secretary