

Sahara One Media And Entertainment LimitedQuarter ended on: 31st December 2010**Quarterly Compliance Report on Corporate Governance**

Name of the Company:

Sahara One Media And Entertainment Limited

Quarter Ending on:

31st December, 2010

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remark
[I] Board of Directors	49 I		
(A) Composition of Board	49(IA)	Yes	Annexure – IA
(B) Non-Executive Directors' compensation & disclosures	49(IB)	Yes	Annexure – IB
(C) Other Provisions as to Board and Committees	49(IC)	Yes	Annexure – IC Committee Membership & Chairmanship given in Annual Report 2009-2010
(D) Code of Conduct	49(ID)	Yes	Declarations forms part of Annual Report 2009-2010
[II] Audit Committee	49 II		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	Annexure-IIA
(B) Meeting of Audit Committee	49(IIB)	Yes	Annexure-IIB
(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 2009-2010
(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 quarter
(E) Remuneration of Directors	49 (IV E)	Yes	No remuneration etc. are paid to Directors except sitting fee for attending Meetings

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(F) Management	49 (IV F)	Yes	Forms part of Annual Report 2009-2010
(G) Shareholders/ Share Transfer / Investors Grievance Committee	49(IV G)	Yes	Annexure- III
[V] CEO/CFO Certification	49 (V)	Yes	Declaration from CFO forms part of Annual Report 2009-2010
[VI] Report on Corporate Governance	49 (VI)	Yes	Forms part of Annual Report 2009-2010
[VII] Compliance	49 (VII)	Yes	

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

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

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[Annexure IC](#)

BOARD PROCEDURE

Date of Board of Directors' Meeting
(During the quarter October 2010 to December 2010)

11.11.2010

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[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 D.N. Mishra	Company Secretary

[Annexure IIB](#)

DATE OF AUDIT COMMITTEE MEETINGS

(During the quarter October 2010 to December 2010)

11.11.2010

09.12.2010

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[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 D.N. Mishra	Company Secretary