

C.P.SHUKLA & CO.
Company Secretaries

554/21/19 C,
Lane No.11, Pawanpuri,
Alambagh
LUCKNOW-226005.
Tel No 09389684335
email:shuklacps@gmail.com

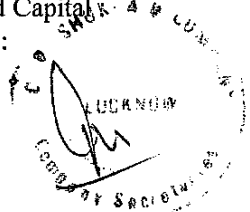
Sahara One Media and Entertainment Limited
Sahara India Point CTS 40-44
S.V Road, Goregaon (West)
Mumbai-400104

RECONCILIATION OF SHARE CAPITAL AUDIT

Dear Sirs,

I have examined the relevant books, registers, forms, documents and papers produced before us by **Sahara One Media and Entertainment Limited** ('the Company') and its Registrar and Share Transfer Agent, **Link Intime India Private Limited**, in respect of Secretarial Audit as per Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996 and to the best of my knowledge and according to the information and explanations given to me and as shown by the records produced examined by me, I certify the following:

1	For Quarter Ended	December 31, 2015				
2	ISIN	INE479B01016				
3	Face Value	Rs. 10/- per share				
4	Name of the Company	Sahara One Media And Entertainment Limited				
5	Registered Office Address	Sahara India Point,CTS 40-44, S.V. Road, Goregaon (West) Mumbai 400 104.				
6	Correspondence Address	Sahara India Point,CTS 40-44, S.V. Road, Goregaon (West) Mumbai 400 104.				
7	Telephone & Fax No.	022-42931818, 022-42931870				
8	E-mail Address	investors@sahara-one.com				
9	Name of the Stock Exchange where the company's securities are listed	BSE Limited (BSE)				
10	Issued Capital	<table><tr><th>Number of Shares</th><th>% of Total Issue Capital</th></tr><tr><td>2,15,25,000</td><td>100%</td></tr></table>	Number of Shares	% of Total Issue Capital	2,15,25,000	100%
Number of Shares	% of Total Issue Capital					
2,15,25,000	100%					
11	Listed Capital BSE:	<table><tr><td>2,15,25,000</td><td>100%</td></tr></table>	2,15,25,000	100%		
2,15,25,000	100%					



12	Held in dematerialised form in CDSL	37,77,168	17.55%
13	Held in dematerialised form in NSDL	1,77,08,525	82.27%
14	Physical	39,307	0.18%
15	Total No. of Shares (12+13+14)	2,15,25,000	100.00%
16	Reasons for difference if any, between (10 & 11), (10 & 15), (11 & 15)	NIL	

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars ***	No. of Shares	Applied / Not Applied for Listing	Listed on Stock Exchange (specify names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal approval pending for SE (Specify names)
Nil	Nil	Nil	Nil	Nil	Nil	Nil
Nil	Nil	Nil	Nil	Nil	Nil	Nil

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forefeiture, Any other

18	Register of Members is updated (Yes/No)	Yes
	if not, updated upto which date	By Registrar and Share Transfer Agent
	Reference of previous quarter with regards to excess dematerialised shares, if any	N.A.
19		NIL

20 Has the Company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?

Not Applicable

21 Mention the total no. of requests, if any confirmed after 21 days and the total days and the total no. of request pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No of request	No. of Shares	Reasons for delay
Confirmed after 21 Days	NIL	NIL	N.A.
Pending of more than 21 Days	NIL	NIL	N.A.

22 Name, Telephone & Fax No. of Compliance Officer of the Company

Shri Sukhmendra Kumar, Company Secretary/ Compliance Officer
022-42931818, 022-42931870

Name of the Auditor

23 Address of the Auditor
Telephone & Fax no
Registration no. of the Auditor

C. P. Shukla & Co.
C. P. Shukla & Co. Company Secretaries, 554/21/19C, Lane No.11
Pawanpuri Alambagh, Lucknow - 226 005.
FCS NO. 3819, CP No. 5138



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Appointment of common agency for share registry work, if yes (name & address)

M/s Link Intime India Private Ltd.,
C-13 Pannalal Silk Mills Compound, L.B.S Marg,
Bhandup West, Mumbai - 400 078

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Any other details that the auditor may like to provide. (e.g. BIFR company, delisting from SE,
Company changed its name etc.) Nil

Date: 23.01.2016
Place: Lucknow

For C.P Shukla & Co.
Companies Secretaries

(C.P Shukla)

FCS 3819

CP No 5138

C. P. SHUKLA & COMPANY
Company Secretaries

C. P. SHUKLA (Proprietor)
54/21/19 C. Lane No. 11, Pawanpur
Alambagh, Lucknow-226005
C. P. No. 5138