



**SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED**

**CIN: L67120MH1981PLC024947**

**Regd. Office: 25-28 Floor-2, Plot No-209, Atlanta Building, Jamnalal Bajaj Marg,  
Nairman point, Mumbai city Mumbai City MH 400021 IN**

**Tel: 022 4293 1800. Fax: 022 4293 1870**

**Web site: www.saharaonemedia.com.**

**Date:28.05.2024**

**To,  
The Bombay Stock Exchange Ltd,  
1<sup>st</sup> Floor, Phiroze Jejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.**

**Kind Attn: LISTING DEPARTMENT**

**Sub.: Annual Secretarial Compliance Report as per Regulation 24A  
of the Securities and Exchange Board of India (Listing Obligation  
and Disclosure Requirements) Regulation, 2015.**

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed the Annual Secretarial Compliance Report for the Financial Year ended March 31, 2024 received from M/s. C. P. Shukla & Co., Practicing Company Secretaries.

Kindly take above information on record.

Yours truly,

**For Sahara One Media and Entertainment Limited**

**Apoorva Gupta  
(Company Secretary and Compliance Officer)**

Encl: As above.

**C.P.SHUKLA & CO.**  
Company Secretaries  
Peer Reviewed

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

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2024**

I, C.P. Shukla, Practicing Company Secretary have examined:

(a) all the documents and records made available to us and explanation provided by **SAHARA ONE MEDIA AND ENTERTAINMENT LIMITED** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this report, **for the year ended 31<sup>st</sup> March, 2024** ("Review Period") in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S L N o.	Com- pliance Require- ment (Regu- lation s/ circul ars/ guid e- lines inclu ding spe- cific claus e)	Regu- - lation/ Circul ar No	Devia- tions	Actio n Take n by	Type of Action	Details of Vio- lation	Fine Amo unt	Obser- vations/ Re- marks of the Prac- ticing Compa- ny Sec- retary	Man- age- ment Re- sponse	Re- marks
					Adviso ry/					



					Clarification/ Fine/S how Cause Notice/ Warning, etc.					
1	Reg 17(1)	Notice No. 2104 2022		The Com pany	The waiver applica tion is moved with BSE on payme nt of waiver proces sing fees of Rs 11800 (includ ing GST), which is still under proces s	The Compo sition of Board was not proper after sad demise of Shri R.S. Rathor e.		The BSE has suspen ded the trading of Securiti es of the Compa ny w.e.f. 22.05.2 022 under Reg 17(1) of SEBI (LODR) , 2015 vide its Notice No. 210420 22-48 dated 21.04.2 022 due to not having Indepe ndent Director s in the	The require ment was compli ed by the apoint ment of Indepe ndent Directo r, ShriBib ek Roy Choud hary as per Reg 17(1) w.e.f 11.07.2 022 after timely intimati on to BSE. Thus, the timely compli ances has been made	<i>The compa ny has not paid penalt y and tradin g is still under suspe nsion</i>



							<p>Company arisen on account of sad demise of Independent Director, Shri R.S. Rathore for which timely intimation was made to BSE. The Company has appointed its Independent Director in its Board Meeting dated 11.07.2022 and intimation was immediately sent to BSE. The Company has moved</p>	<p>by the Company.</p>
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C.P. SHUKLA  
 Lucknow  
 FCS  
 CP & Co.  
 Company Secretary

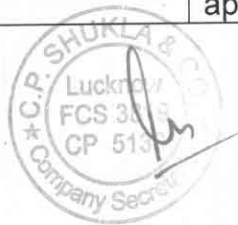
								waiver application and for the process of revocation of suspension in trading of Company's securities and it is still under process		

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

SL No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 2022-23)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	The BSE has suspended the trading of Securities of the Company w.e.f. 22.05.2022 under Reg 17(1) of SEBI	The BSE has suspended the trading of Securities of the Company w.e.f. 22.05.2022	Reg 17(1)	The Composition of Board was not proper after sad demise of Shri R.S. Rathore.	The requirement was complied by the appointment of Independent Director,	The company has not paid penalty and trading is still under suspension.



<p>(LODR), 2015 vide its Notice No. 21042022-48 dated 21.04.2022 due to not having Independent Directors in the Company arisen on account of sad demise of Independent Director, Shri R.S. Rathore for which timely intimation was made to BSE. The Company has appointed its Independent Director in its Board Meeting dated 11.07.2022 and intimation was immediately sent to BSE. The Company has moved waiver application</p>	<p>under Reg 17(1) of SEBI (LODR), 2015 vide its Notice No. 21042022-48 dated 21.04.2022 due to not having Independent Directors in the Company arisen on account of sad demise of Independent Director, Shri R.S. Rathore for which timely intimation was made to BSE. The Company has appointed its Independent Director in its Board Meeting dated 11.07.2022 and intimation was immediately sent to BSE. The Company has moved waiver application</p>			<p>ShriBibek Roy Choudhary as per Reg 17(1) w.e.f 11.07.2022 after timely intimation to BSE. Thus, the timely compliances has been made by the Company.</p>	
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Further report that, during the Review Period the compliance status of the listed entity with the following requirements is appended below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks byPCS*
1	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),	Yes	
2	<b>Adoption and timely updation of the Policies:</b> i-All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. ii.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations /circulars/guidelines issued by SEBI	Yes	
3	<b>Maintenance and disclosures on Website:</b> The Listed entity is maintaining a functional website, Timely dissemination of the documents/ information under a separate section on the website, Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website	Yes	
4	<b>Disqualification of Director(s):</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.(a)</b> Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	





6	<p><b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p><b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	
8	<p><b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes	
9	<p><b>Disclosure of Events or Information:</b> The listed entity has provided all the required disclosure(s) u/r 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within time limits prescribed thereunder.</p>	Yes	
10	<p><b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	
11	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or)</p>	Yes	



	The actions taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column		
12	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	No	The tenure of two terms of 5 years of M/s D.S. Shukla & Co. has been completed on 31.03.2023. M/s Gupta Rustagi & CO. has been appointed in the Annual General Meeting held on 27.09.2023 for a period of 5 years from 01.04.2023 to 31.03.2028.
13	<p><b>Additional Non-compliances, if any:</b> No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>	No	The BSE has suspended the trading of Securities of the Company w.e.f. 22.05.2022 under Reg 17(1) of SEBI (LODR), 2015 vide its Notice No. 21042022-48 dated 21.04.2022



		<p>due to not having Independent Directors in the Company arisen on account of sad demise of Independent Director, Shri R.S. Rathore for which timely intimation was made to BSE. The Company has appointed its Independent Director in its Board Meeting dated 11.07.2022 and intimation was immediately sent to BSE. The Company has moved waiver application and for the process of revocation of suspension in trading of Company's securities and it is still</p>
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			under process.
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Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA'

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Lucknow

Date: 17.5.2024

FOR C.P. SHUKLA & CO.  
Company Secretaries

(CS C.P. Shukla)

M.No.: F 3819

C.P. No.: 5138

UIN S2003UP061500

UDIN: F003819F000390579

PR No. 1441/2021

