

Quarterly Compliance Report on Corporate Governance

Name of the Company : **WARNER MULTIMEDIA LIMITED**

Quarter Ending on : **December 31, 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	To be Complied in Annual Report
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	N.A.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	To be Complied in Annual Report
D) Code of Conduct	(49 (ID)	Yes	To be Complied in Annual Report
II. Audit Committee			
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	To be Complied in Annual Report
(B) Meeting of Audit Committee	49 (IIB)	Yes	To be Complied in Annual Report
(C) Powers of Audit Committee 49 (IIC)	49 (IIC)	Yes	To be Complied in Annual Report
(D) Role of Audit Committee	49 II(D)	Yes	To be Complied in Annual Report
(E) Review of Information by Audit Committee	49 (IIE)	Yes	N,A,
III. Subsidiary Companies	49 (III)	Yes	Not Applicable for this Quarter
V. Disclosures			
(A) Basis of related party transactions	49 (IV A)	Yes	N.A.
(B) Board Disclosures	49 (IV B)	Yes	To be Complied in Annual Report
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV C)	Yes	Nil
(D) Remuneration of Directors	49 (IV D)	Yes	To be Complied in Annual Report
(E) Management	49 (IV E)	Yes	To be Complied in Annual Report
(F) Shareholders	49 (IV F)	Yes	To be Complied in Annual General Meeting
V. CEO/CFO Certification	49 (V)	Yes	To be Complied in Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	To be Complied in Annual Report
VII. Compliance	49 (VII)	Yes	To be Complied in Annual Report

For **WARNER MULTIMEDIA LIMITED**

ASHOK BOTHRA
COMPLIANCE OFFICER

Place : Kolkata

Date : January 7, 2012