

**Quarterly Compliance Report on Corporate Governance**

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

Quarter Ending on : 30<sup>th</sup> June 2011

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	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
<b>II. Audit Committee</b>			
(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.
<b>III. Subsidiary Companies</b>	49 (III)	Yes	Not Applicable for this Quarter
<b>V. Disclosures</b>			
(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
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	To be Complied in Annual Report
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	To be Complied in Annual Report
<b>VII. Compliance</b>	49 (VII)	Yes	To be Complied in Annual Report

For Warner Multimedia Limited

**Ashok Bothra**  
Compliance Officer

Place : Kolkata

Date : July 12, 2011