

Quarterly Compliance Report on Corporate Governance

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

Quarter Ending on : **31st March 2013**

| 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 | Not Applicable for the Quarter |
| (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 | Not Applicable for the Quarter |
| III. Subsidiary Companies | 49 (III) | Yes | Not Applicable for the Quarter |
| V. Disclosures | | | |
| (A) Basis of Related Party Transactions | 49 (IV A) | Yes | To be Complied in Annual Report |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | Yes | To be Complied in Annual Report |
| (C) Board Disclosures | 49 (IV C) | Yes | To be Complied in Annual Report |
| (D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc. | 49 (IV D) | Yes | Not Applicable for the Quarter |
| (E) Remuneration of Directors | 49 (IV E) | Yes | To be Complied in Annual Report |
| (F) Management | 49 (IV F) | Yes | To be Complied in Annual Report |
| (G) Shareholders | 49 (IV G) | Yes | To be Complied in next 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 : April 9, 2013