

January 14, 2014

<p>The General Manager Corporate Relationship Department BSE Limited Phiroze Jeejeeboy Towers Dalal Street, Fort, Mumbai- 400 001 Fax No.: 22722037/39/41/61/3121/3719 <u>BSE Scrip Code: 532399</u></p>	<p>The Manager Listing Department National Stock Exchange of India limited Exchange Plaza, 5th Floor, Plot no.C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Fax No.: 26598237/38 <u>NSE Scrip Symbol: RELMEDIA</u></p>
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Dear Sirs,

Sub: **Quarterly Compliance Report on Corporate Governance for the quarter ended December 31, 2013 under Clause 49 of the Listing Agreement.**

In terms of Clause 49 of the Listing Agreement, we are attaching current compliance status on Corporate Governance for the quarter ended December 31, 2013.

Kindly acknowledge receipt.

Thanking You.

Yours faithfully,
For Reliance MediaWorks Limited


Ashish Agarwal
Company Secretary

Encl: As above

Quarterly Compliance Report on Corporate Governance

 Name of the Company: **Reliance MediaWorks Limited**

Quarter ending on: December 31, 2013

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
I. Board of Directors	49 (I)	YES	
(A) Composition of Board	49 (IA)	YES	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	YES	
(C) Other provisions as to Board and Committees	49 (IC)	YES	
(D) Code of Conduct	49 (ID)	YES	
II. Audit Committee	49 (II)	YES	
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	
(B) Meeting of Audit Committee	49 (IIB)	YES	
(C) Powers of Audit Committee	49 (IIC)	YES	
(D) Role of Audit Committee	49 II(D)	YES	
(E) Review of Information by Audit Committee	49 (IIE)	YES	
III. Subsidiary Companies	49 (III)	YES	
IV. Disclosures	49 (IV)	YES	
(A) Basis of related party transactions	49 (IV A)	YES	
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	
(C) Board Disclosures	49 (IV C)	YES	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	YES	
(E) Remuneration of Directors	49 (IV E)	YES	

Particulars	Clause of Listing Agreement	Compliance status (Yes/No/N.A.)	Remarks
(F) Management	49 (IV F)	YES	
(G) Shareholders	49 (IV G)	YES	
V. CEO/CFO Certification	49 (V)	YES	Annual certification for 2011-12, has been obtained. Annual certification for the financial period ended March 31, 2014, will be duly complied with.
VI. Report on Corporate Governance	49 (VI)	YES	Report for the financial year 2011-12 has been complied with. Report for the financial period ended March 31, 2014 will be complied with in the Annual report for the said period.
VII. Compliance	49 (VII)	YES	

For Reliance MediaWorks Limited


Ashish Agarwal
Company Secretary

Date: January 14, 2014