



**Quarterly Compliance Report on Corporate Governance  
Under Clause 49 of the Listing Agreement**

MEDIWORKS LIMITED

**Name of the Company: IRIS MEDIWORKS LIMITED**  
*(Formerly known as Channel Guide India Limited)*  
**Quarter ended on 31<sup>st</sup> December, 2012**

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
<b>I Board of Directors</b>	<b>49 I</b>		
(A) Composition of Board	49(IA)	Yes	Composition of the Board is as per the provisions of clause 49 (IA) of the Listing Agreement.
(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	
<b>II. Audit Committee</b>	<b>49(II)</b>		
(A) Qualified & Independent Audit Committee	49(IIA)	Yes	
(B) Meeting of Audit Committee	49(IIB)	Yes	Meeting of the Audit Committee are conducted as per the provisions prescribed under Clause 49(IIB) of the Listing Agreement read with the provisions of Section 292A of the Companies Act, 1956.
(C) Powers of Audit Committee	49(IIC)	Yes	The powers exercised by the Audit Committee are as per the provisions prescribed under Clause 49 (IIC) of the Listing Agreement read with the provisions of Section 292A of the Companies Act, 1956.
(D) Role of Audit Committee	49(IID)	Yes	The role performed by the Audit Committee is in accordance with the cited clause of the Listing Agreement.
(E) Review of Information by Audit Committee	49(IIE)	Yes	The Audit Committee has reviewed all the information which is supposed to be reviewed mandatorily as per provisions of this clause.
<b>III. Subsidiary Companies</b>	<b>49(III)</b>	Not Applicable	The Company does not have any material non listed Indian Subsidiary.

IRIS MEDIWORKS LIMITED

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Registered Office: Unit no. 32/F, Laxmi Vijay Industrial Co-op Society Ltd., Laxmi Industrial Estate, Link Road, Andheri (W), Mumbai- 400053.

Tel: +91 22 26320011/ 65610634 Fax: +91 22 26320011





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<b>IV. Disclosures</b>	<b>49(IV)</b>		
(A) Basis of related party transactions	49(IVA)	Yes	
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	The Company is following the same Accounting Treatment as prescribed by the Accounting Standards in the preparation of its financial Statements.
(C) Board Disclosures	49 (IVC)	Yes	
(D) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49 (IVD)	Not Applicable	The Company has not received any proceeds on account of said issues for the quarter under review.
(E) Remuneration of Directors	49 (IVE)	Yes	
(F) Management	49 (IVF)	Yes	The same would be complied with in the Annual report.
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO / CFO Certification</b>	<b>49(V)</b>	Yes	The same would be complied with in the Annual report.
<b>VI. Report on Corporate Governance</b>	<b>49(VI)</b>	Yes	The same would be in complied with in the Annual report.
<b>VII. Compliance</b>	<b>49(VII)</b>	Yes	The same would be complied with in the Annual report.

For **Iris Mediaworks Limited**  
(Formerly known as Channel Guide India Limited)

B. P. Kamd  
Director/ Authorized Signatory



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