

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

**Name of the Company: CHANNEL GUIDE INDIA LIMITED
Quarter ended on: 31st December, 2011**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	49 (I)		
(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)		
(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 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Not Applicable	As the Company does not have a material non-listed Indian Subsidiary.
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	If any, would be complied with in the Annual Report of the Company.
(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	Conversion of 3,07,00,000 Equity Warrants allotted on preferential basis at an offer price of Rs. 10/- per share (inclusive of the premium of Rs. 5/- per Share) into Equity Shares on the receipt of balance 75 % consideration on 6 th December, 2011.
(E) Remuneration of Directors	49 (IV E)	Yes	If any, would be complied with in the Annual Report of the Company.
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	

V. CEO/CFO Certification	49 (V)	Yes	If any, would be complied with in the Annual Report of the Company.
VI. Report on Corporate Governance	49 (VI)	Yes	If any, would be complied with in the Annual Report of the Company.
VII. Compliance	49 (VII)	Yes	If any, would be complied with in the Annual Report of the Company.

For Channel Guide India Limited

A. C. Power.

Director/Authorized Signatory

