

November 13, 2013

The General Manager DCS - CRD 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>	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>
---	---

Dear Sirs,

Sub: Standalone Unaudited Financial Results and Limited Review Report for the quarter ended September 30, 2013

Pursuant to Clause 41 of the Listing Agreement, we enclose herewith:

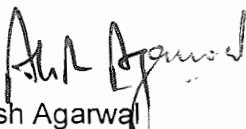
- 1) the Standalone Unaudited Financial Results for the quarter ended September 30, 2013; and
- 2) a copy of Auditors' Limited Review Report on Company's standalone unaudited financial results for the quarter ended September 30, 2013.

The above results and limited review report were taken on record by the Board of Directors at its meeting held today.

You are requested to take the same on record.

Thanking you,

Yours faithfully,
for Reliance MediaWorks Limited


Ashish Agarwal
Company Secretary

Encl: As Above

Part – I
Statement of Standalone Unaudited Financial Results for the Quarter / twelve month period ended September 30, 2013
(Rs. in lakhs except per share data)

Sr. No.	Particulars	Quarter (Unaudited)			Period (Unaudited)		Year (Audited)
		July 1, 2013 to September 30, 2013	April 1, 2013 to June 30, 2013	July 1, 2012 to September 30, 2012	October 1, 2012 to September 30, 2013	October 1, 2011 to September 30, 2012@	April 1, 2011 to September 30, 2012
1	Income from Operations						
a)	Net sales / income from operations	12,812.99	12,175.79	13,775.92	47,834.45	47,381.66	73,704.49
b)	Other operational income	427.94	464.68	399.50	1,707.68	1,553.79	2,282.97
	Total income from operations	13,240.93	12,640.47	14,175.42	49,542.13	48,935.45	75,987.46
2	Expenses						
a)	Cost of material consumed	51.88	60.05	89.18	209.99	811.97	770.01
b)	Purchase of stock-in-trade	841.13	749.56	701.33	2,978.17	2,724.77	5,127.80
c)	Change in inventories	(75.92)	14.46	125.94	(92.73)	66.03	66.03
d)	Employee benefit expense	1,647.90	1,568.46	1,605.77	6,860.35	8,522.17	13,856.08
e)	Distributors' share	3,201.34	2,939.02	3,370.82	11,486.54	10,998.17	16,793.94
f)	Other direct operational expenses	1,291.24	1,417.84	1,314.67	5,456.44	4,596.96	7,306.34
g)	Depreciation and amortisation	1,882.87	1,799.45	1,837.63	7,760.91	7,181.96	10,789.38
h)	Rent	3,528.56	4,080.23	3,539.42	15,590.10	15,721.83	23,708.63
i)	Other expenses	3,040.36	3,204.14	5,646.31	13,257.55	18,827.63	26,104.53
	Total expenses	15,409.36	15,833.21	18,231.07	63,507.32	69,451.49	104,522.74
3	(Loss) from operations before other income, finance costs and exceptional items	(2,168.43)	(3,192.74)	(4,055.65)	(13,965.19)	(20,516.04)	(28,535.28)
4	Other income	2,435.36	2,286.34	(663.87)	5,109.97	2,243.75	4,467.35
5	Profit / (loss) from ordinary activities before finance costs and exceptional items	266.93	(906.40)	(4,719.52)	(8,855.22)	(18,272.29)	(24,067.93)
6	Finance costs (net)	7,320.64	7,466.26	5,893.39	28,481.71	26,656.04	39,061.11
7	(Loss) from ordinary activities after finance costs but before exceptional items	(7,053.71)	(8,372.66)	(10,612.91)	(37,336.93)	(44,928.33)	(63,129.04)
8	Exceptional items (Refer note 5)	12,471.39	-	7,227.17	18,153.97	7,227.17	7,227.17

Part – I
Statement of Standalone Unaudited Financial Results for the Quarter / twelve month period ended September 30, 2013
(Rs. in lakhs except per share data)

Sr. No.	Particulars	Quarter (Unaudited)			Period (Unaudited)		Year (Audited)
		July 1, 2013 to September 30, 2013	April 1, 2013 to June 30, 2013	July 1, 2012 to September 30, 2012	October 1, 2012 to September 30, 2013	October 1, 2011 to September 30, 2012@	April 1, 2011 to September 30, 2012
9	(Loss) from ordinary activities before tax	(19,525.10)	(8,372.66)	(17,840.08)	(55,490.90)	(52,155.50)	(70,356.21)
10	Tax expense	-	-	-	-	-	-
11	Net (loss) from ordinary activities after tax	(19,525.10)	(8,372.66)	(17,840.08)	(55,490.90)	(52,155.50)	(70,356.21)
12	Extraordinary items (net of tax expenses)	-	-	-	-	-	-
13	Net (loss) for the period	(19,525.10)	(8,372.66)	(17,840.08)	(55,490.90)	(52,155.50)	(70,356.21)
14	Paid-up equity share capital (face value Rs. 5/- per share)	9,660.44	2,306.31	2,306.31	9,660.44	2,306.31	2,306.31
15	Reserves excluding revaluation reserves						(22,686.22)
16	Earning per share for the period before extra-ordinary items (in Rupees)						
	Basic	(26.24)	(16.34)	(34.81)	(97.21)	(101.77)	(137.28)
	Diluted	(26.24)	(16.34)	(34.81)	(97.21)	(101.77)	(137.28)
17	Earning per share for the period after extra-ordinary items (in Rupees)						
	Basic	(26.24)	(16.34)	(34.81)	(97.21)	(101.77)	(137.28)
	Diluted	(26.24)	(16.34)	(34.81)	(97.21)	(101.77)	(137.28)

@ - The numbers for the period October 1, 2011 to September 30, 2012 have been derived as balancing numbers between year to date numbers for the period ended September 30, 2012 and year to date numbers for the period ended September 30, 2011.

Statement of Standalone Unaudited Segment Reporting for the quarter / twelve month period ended September 30, 2013

(Rs. in lakhs)

Particulars	Quarter (Unaudited)			Period (Unaudited)		Year (Audited)
	July 1, 2013 to September 30, 2013	April 1, 2013 to June 30, 2013	July 1, 2012 to September 30, 2012	October 1, 2012 to September 30, 2013	October 1, 2011 to September 30, 2012@	April 1, 2011 to September 30, 2012
Segment Revenue / Other Income						
Film production services*	1,926.05	2,056.11	2,385.64	8,093.42	10,186.40	16,652.57
Theatrical exhibition	11,314.88	10,519.09	11,726.21	41,121.88	38,650.32	59,170.23
Film production and distribution	-	70.61	72.73	357.87	213.14	370.70
	13,240.93	12,645.81	14,184.58	49,573.17	49,049.86	76,193.50
Less: Inter segment revenue	-	5.34	9.16	31.04	114.41	206.04
Net sales / income from operations	13,240.93	12,640.47	14,175.42	49,542.13	48,935.45	75,987.46
Add: Others (unallocated)	2,435.36	2,286.34	(663.87)	5,109.97	2,243.75	4,467.35
Total income	15,676.29	14,926.81	13,511.55	54,652.10	51,179.20	80,454.81
Segment results (profit / (loss) before interest and tax)						
Film production services*	(744.14)	(894.59)	(329.57)	(3,585.92)	(285.51)	(143.90)
Theatrical exhibition \$	(1,133.67)	(1,903.94)	(2,105.10)	(14,698.97)	(14,137.31)	(19,297.76)
Film production and distribution	(11.51)	47.83	10.60	103.24	12.14	75.28
Total segment results	(1,889.32)	(2,750.70)	(2,424.07)	(18,181.65)	(14,410.68)	(19,366.38)
Less: Finance costs (net)	7,320.64	7,466.26	5,893.39	28,481.71	26,656.04	39,061.11
Less: Other unallocable expenses net off unallocable income #	10,315.14	(1,844.30)	9,522.62	8,827.54	11,088.78	11,928.72
Total loss before tax	(19,525.10)	(8,372.66)	(17,840.08)	(55,490.90)	(52,155.50)	(70,356.21)
Capital employed (segment assets less segment liabilities)						
Film production services*	37,227.67	37,842.63	40,548.52	37,227.67	40,548.52	40,548.52

Statement of Standalone Unaudited Segment Reporting for the quarter / twelve month period ended September 30, 2013

(Rs. in lakhs)

Particulars	Quarter (Unaudited)			Period (Unaudited)		Year (Audited)
	July 1, 2013 to September 30, 2013	April 1, 2013 to June 30, 2013	July 1, 2012 to September 30, 2012	October 1, 2012 to September 30, 2013	October 1, 2011 to September 30, 2012@	April 1, 2011 to September 30, 2012
Theatrical exhibition	43,121.97	42,986.54	52,466.82	43,121.97	52,466.82	52,466.82
Film production and distribution	7,402.23	7,362.81	7,212.42	7,402.23	7,212.42	7,212.42
Unallocated	(98,685.52)	(140,246.46)	(120,460.17)	(98,685.52)	(120,460.17)	(120,460.17)
Total	(10,933.65)	(52,054.48)	(20,232.41)	(10,933.65)	(20,232.41)	(20,232.41)

* Pursuant to the business restructuring exercise of Film production services, with effect from October 1, 2011, animation business is no longer considered to be a part of this segment.

\$ Includes exceptional items of Rs. 5,682.58 lakhs

Includes exceptional items of Rs. 12,471.39 lakhs

@ - The numbers for the period October 1, 2011 to September 30, 2012 have been derived as balancing numbers between year to date numbers for the period ended September 30, 2012 and year to date numbers for the period ended September 30, 2011.

Statement of Assets and Liabilities
(Rs. in lakhs)

Particulars		As at September 30, 2013 (Unaudited)	As at September 30, 2012 (Audited)
A EQUITIES AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	9,807.94	2,453.81	
(b) Reserves and surplus	(20,741.59)	(22,686.22)	
	(10,933.66)	(20,232.41)	
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long term borrowing	67,012.50	71,412.50	
(b) Deferred tax liabilities (net)	-	-	
(c) Other long-term liabilities	6,713.99	3,636.71	
(d) Long-term provisions	635.86	501.10	
	74,362.35	75,550.31	
4 Current liabilities			
(a) Short term borrowings	83,315.29	106,424.50	
(b) Trade payable	11,733.99	12,646.12	
(c) Other current liabilities	47,900.08	34,225.40	
(d) Short term provisions	104.19	94.00	
	143,229.88	153,390.02	
	206,658.58	208,707.92	
B ASSETS			
1 Non-current assets			
(a) Fixed assets	76,947.22	88,239.30	
(b) Non-current investments	18,041.00	18,041.00	
(c) Long-term loans and advances	21,882.87	22,599.00	
(d) Other non-current assets	66.54	62.00	
	116,937.63	128,941.30	
2 Current assets			
(a) Current investments		-	
(b) Inventories	918.35	658.50	
(c) Trade Receivables	16,566.79	16,179.40	
(d) Cash and bank balances	8,582.08	6,802.00	
(e) Short-term loans and advances	63,178.96	55,409.12	
(f) Other current assets	474.77	717.60	
	89,720.95	79,766.62	
	206,658.58	208,707.92	

Part – II

Information for the Quarter / twelve month period ended September 30, 2013

(Rs. in lakhs)

Sr. No.	Particulars	Quarter (Unaudited)			Period (Unaudited)		Year (Audited)
		July 1, 2013 to September 30, 2013	April 1, 2013 to June 30, 2013	July 1, 2012 to September 30, 2012	October 1, 2012 to September 30, 2013	October 1, 2011 to September 30, 2012	April 1, 2011 to September 30, 2012
A	Particulars of Shareholding						
1	Public shareholding						
	- Number of shares	51,579,465	16,996,804	16,996,804	51,579,465	16,996,804	16,996,804
	- Percentage of shareholding	26.70	36.85	36.85	26.70	36.85	36.85
2	Promoters and promoter group Shareholding						
	a) Pledged / encumbered						
	- Number of shares	Nil	Nil	Nil	Nil	Nil	Nil
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	NA	NA	NA	NA	NA	NA
	- Percentage of shares (as a % of the total share capital of the company)	NA	NA	NA	NA	NA	NA
	b) Non-encumbered						
	- Number of shares	141,629,366	29,129,366	29,129,366	141,629,366	29,129,366	29,129,366
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00	100.00	100.00	100.00	100.00	100.00
	- Percentage of shares (as a % of the total share capital of the company)	73.30	63.15	63.15	73.30	63.15	63.15

	Particulars	Quarter ended September 30, 2013	
B	Investor Complaints		
	Pending at the beginning of the quarter	-	
	Received during the quarter	1	
	Disposed of during the quarter		
	Remaining unresolved at the end of the quarter	-	
		1	

1. The financial results of the Company for the quarter / twelve month period ended September 30, 2013 have been subject to limited review by the statutory auditors of the Company and reviewed by the audit committee and approved by the Board of Directors at their respective meeting(s) held on November 13, 2013. The above results pertain to the Company as a standalone entity.
2. The Company has opted to publish consolidated financial results from the quarter ended June 30, 2008.
3. The Company's net worth has eroded, however, having regard to revenue visibility of new businesses in film and media services, improved operational performance of Exhibition business, financial support from its promoters, further restructuring exercise being implemented etc, the financial statements have been prepared on the basis that the Company is a going concern and that no adjustments are required to the carrying value of assets and liabilities. The auditors of the Company had put matter of emphasis on the aforesaid matter in the limited review report for the quarter / twelve month period ended September 30, 2013 and the same remarks were also included in the Auditors Report for the eighteen month period ended September 30, 2012.

The Company has taken several steps for the purpose of raising long term funds including successful completion of the rights issue wherein the Company has raised Rs. 58,833.06 lakhs.

4. Additional information of standalone accounts required pursuant to clause 29 of listing agreement to Debt securities

	Particulars	September 30, 2013	September 30, 2012
i)	Paid-up Debt Capital	181,527.79	201,220.40
ii)	Debenture Redemption Reserve	-	-
iii)	Debt Equity Ratio	*	*
iv)	Debt Service Coverage Ratio	*	*
v)	Interest Service Coverage Ratio	*	*

following have been computed as under:

- i) Paid-up Debt Capital = Total borrowing including Debentures
- ii) Debt Equity Ratio = Paid-up Debt Capital/ Net worth; (Net Worth : Equity Share Capital+ Reserve and Surplus)
- iii) Debt Service Coverage Ratio = Profit before Depreciation, before finance cost and Tax /(Finance cost + Principal repayment of long term debts)
- iv) Interest Service Coverage Ratio = Profit before Depreciation, before finance cost and Tax /Finance cost

* Negative ratio

5. Exceptional item includes:

- a. The Company had granted certain loans and advances to its subsidiaries in United Kingdom and Netherlands. During the current quarter, the Company has scaled down its operations significantly in the United Kingdom considering the business outlook and various restructuring and cost reduction efforts undertaken in the film and media services business. However, the management is confident that on a need basis it can scale up the operations. Considering these measures, taken by the management and business outlook for its subsidiary's operations in United Kingdom and similarly in Netherlands, the Company on a prudent basis, has provided the amount of advances and other balances pertaining to these entities aggregating to Rs. 12,471.39 lakhs in its accounts during the current quarter. This has no impact on the consolidated financial results.
- b. The Company has undertaken an initiative for rationalisation / improvement of overall Exhibition business, under which the Company is re-negotiating rentals. As part of this initiative, rentals for several properties have been reduced, however in some cases the Company has decided to exit the property. In these cases, Rs. 5,682.58 lakhs pertaining to these properties have been written off / provided to the statement of profit and loss for the period January 1, 2013 to March 31, 2013, thereby reducing subsequent cash losses suffered by the Company. This has been disclosed as an exceptional item in the financial results of the Company.

6. Utilisation of rights issue proceeds of Rs. 58,833.06 lakhs

Purpose	Proposed utilisation (Rs. in lakhs)	Actual utilisation (Rs. in lakhs)
Repayment of debt to Reliance Capital Limited*	45,000.00	45,000.00
Repayment of debt to other lenders	14,200.00	13,600.00
Issue expenses	350.00	0.03
General corporate purposes	414.02	233.03
Total	59,964.02	58,833.06

* - The loan amount has been adjusted towards share application money against Promoter Subscription

7. The Board of Directors in its meeting held on August 11, 2013, have extended the financial year of the Company till March 31, 2014, which has been approved by the Registrar of Companies vide its approval dated September 27, 2013. Accordingly, the financial statements of the Company will be drawn for a eighteen months period ending March 31, 2014.
8. The previous financial year of the Company was extended till September 30, 2012.
9. Figures for the previous quarter / periods have been regrouped / rearranged to conform to current period's presentation.

Place: Mumbai
Date: November 13, 2013

For Reliance MediaWorks Limited


Amit Khanna
Director

Review Report

To the Board of Directors of Reliance MediaWorks Limited

1. We have reviewed the accompanying Statement of standalone un-audited financial results ('the Statement') of Reliance MediaWorks Limited ('the Company') for the quarter ended 30 September 2013 and the year to date results for the period from 1 October 2012 to 30 September 2013, being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been reviewed by us. This Statement is the responsibility of the Company's management and has been approved by the Board of Directors of the Company in their meeting held on 13 November 2013. Our responsibility is to issue a report on this statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement ('SRE') 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel responsible for financial and accounting matters and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement for the quarter ended 30 September 2013, the year to date results for the period 1 October 2012 to 30 September 2013 prepared in accordance with the accounting standards notified pursuant to the Companies (Accounting Standards) Rules, 2006 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.



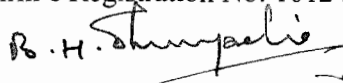
BSR & Co. (a partnership firm with registration no. BA61223) converted into BSR & Co. LLP (a Limited Liability Partnership with LLP Registration No. AAB-8184), with effect from October 14, 2013.



4. We draw attention to note 3 of the accompanying Statement; the Company's net worth is eroded and the Company has incurred a loss of Rs 19,525.10 lakh for the quarter ended 30 September 2013 and Rs 55,490.90 lakh for the year to date period from 1 October 2012 to 30 September 2013, indicating the existence of uncertainty that may cast doubt about the Company's ability to continue as a going concern. Considering the matters set out in the said note, this Statement is prepared on a going concern basis. Our opinion is not qualified in respect of this matter.

For B S R & Co. LLP*Chartered Accountants*

Firm's Registration No: 101248W

**Bhavesh Dhupelia***Partner*

Membership No: 042070

Mumbai

13 November 2013

**For Chaturvedi & Shah***Chartered Accountants*

Firm's Registration No: 101720W

**Parag D. Mehta***Partner*

Membership No: 113904

Mumbai

13 November 2013

