

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



January 14, 2014

To,

The Manager Corporate Relations Department BSE Limited P. J. Towers, Dalal Street Mumbai - 400 001	The Manager Corporate Relations Department The National Stock Exchange of India Limited Exchange Plaza, Bandra - Kurla Complex, Bandra (E), Mumbai - 400059
--	--

Dear Sir,

Sub.: Compliance with Clause 49 of the Listing Agreement

With reference to the captioned subject, please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ended on 31st December, 2013, confirming our compliance with the provisions of Clause 49 of the Listing Agreement.

You are requested to take the same on record.

Thanking you,

Yours truly,

For VALUE INDUSTRIES LIMITED


ANAGHA JOSHI
COMPANY SECRETARY

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: VALUE INDUSTRIES LIMITED

Quarter ended on: 31st December, 2013

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	The Non-Executive Directors are not entitled to any remuneration and are paid sitting fees only.
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	The Code of Conduct has been implemented. A declaration to this effect signed by the Head-Operations and Company Secretary of the Company forms part of the Corporate Governance Report for the financial year ended on 31 st December, 2012. A similar declaration to this effect shall form part of Corporate Governance Report for the financial year ending on

Handwritten signature

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



			31 st December, 2013. The Code of Conduct has also been posted on the website of the Company.
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 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A.	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	A note on Remuneration of Directors forms part of the Corporate Governance Report for the financial year ended on 31 st December, 2012.

Signature

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



			A note on Remuneration of Directors shall form part of the Corporate Governance Report for the financial year ending on 31 st December, 2013.
(F) Management	49 (IV F)	Yes	<p>Management Discussion and Analysis Report forms part of the Annual Report of the Company for the financial year ended on 31st December, 2012.</p> <p>Management Discussion and Analysis Report shall form part of the Corporate Governance Report for the financial year ending on 31st December, 2013.</p>
(G) Shareholders	49 (IV G)	Yes	<p>In case of the appointment and re-appointment of directors, the information has been disclosed in the Annual Report of the Company for the financial year ended on 31st December, 2012.</p> <p>The Company regularly intimates its un-audited financial results as well as audited financial results in the stipulated format to the Stock Exchange(s) in terms of the requirements of Clause 41 of the Listing Agreement.</p> <p>In terms of the requirements</p>

Aradhya

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



VIDEOCON

		<p>of Clause 52 of the Listing Agreement, the Company submits the un-audited financial results as well as audited financial results, through Corporate Filing and Dissemination System (CFDS) viz., www.corpfiling.co.in, unless there is technical difficulty. In case of technical difficulty, the matter is taken up with BSE through Corp Filing Help Desk.</p> <p>The Company also submits the Corporate Governance Report as per Clause 49 and Shareholding Pattern as per Clause 35 through NSE Electronic Processing Application System (NEAPS) viz. www.connect2nse.com. In case of technical difficulty, the matter is taken up with NSE.</p> <p>The Company also regularly submits its various periodical compliance filings through Online Portal - BSE Corporate Compliance & Listing Centre viz. www.listing.bseindia.com. In case of technical difficulty, the matter is taken up with BSE.</p> <p>The requisite information on appointment and re-</p>
--	--	---

Handwritten signature/initials

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



VIDEOCON

			<p>appointment of directors shall form part of the Annual Report for the financial year ending on 31st December, 2013.</p> <p>All important information and official press releases are displayed on the website of the Company.</p>
V. CEO/CFO Certification	49 (V)	Yes	<p>A Certificate obtained from the Head- Operations and Chief Financial Officer has been published as a part of the Corporate Governance Report for the financial year ended on 31st December, 2012.</p> <p>A similar certificate shall form part of Corporate Governance Report for the financial year ending on 31st December, 2013.</p>
VI. Report on Corporate Governance	49 (VI)	Yes	<p>Report on Corporate Governance has been published in the Annual Report for the financial year ended on 31st December, 2012.</p> <p>Report on Corporate Governance shall form part of the Annual Report for the financial year ending on 31st December, 2013.</p>

Shankar

VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



VIDEOCON

VII. Compliance	49 (VII)	Yes	Compliance Certificate on Corporate Governance obtained from the Statutory Auditors of the Company has been published as part of the Annual Report for the financial year ended on 31 st December, 2012. A similar certificate shall be published as part of the Annual Report for the financial year ending on 31 st December, 2013.
------------------------	----------	-----	--

For VALUE INDUSTRIES LIMITED


ANAGHA JOSHI
COMPANY SECRETARY