

**VALUE INDUSTRIES LIMITED**  
(Formerly Known as Videocon Appliances Limited)



**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: **VALUE INDUSTRIES LIMITED**

Quarter ending on: **30<sup>th</sup> June, 2010**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	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 forms part of Corporate Governance Report for the Financial Year ended on 30 <sup>th</sup> September 2009.
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	
<b>IV. Disclosures</b>	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	The same has been complied in the Annual Report of the Company for the Financial Year ended on 30 <sup>th</sup> September 2009.
(F) Management	49 (IV F)	Yes	Management Discussion and Analysis Report forms part of the

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**VIDEOCON**

(G) Shareholders	49 (IV G)	Yes	<p>Annual Report of the Company for the financial year ended on 30<sup>th</sup> September, 2009.</p> <p>In case of the appointment and re-appointment of directors the information has been provided in the Annual Report of the Company for the financial year ended on 30<sup>th</sup> September 2009.</p> <p>The Company regularly intimates its un-audited financial results (provisional) 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>
V. CEO/CFO Certification	49 (V)	Yes	<p>A Certificate obtained from the Head-Operations and Chief Financial Officer of the Company has been published as a part of Corporate Governance Report for the financial year ended on 30<sup>th</sup> September 2009.</p>
VI. Report on Corporate Governance	49 (VI)	Yes	<p>Report on Corporate Governance has been published in the Annual Report of the Company for the financial year ended on 30<sup>th</sup> September 2009.</p>
VII. Compliance	49 (VII)	Yes	<p>Compliance Certificate on Corporate Governance obtained from the Statutory Auditors of the Company has been published as part of Directors' Report for the financial year ended on 30<sup>th</sup> September 2009.</p>

**For VALUE INDUSTRIES LIMITED**

**NISHA KHANDELWAL  
COMPANY SECRETARY**