

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: **31st March, 2010**

| 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 forms part of Corporate Governance Report for the Financial Year ended on 30 th September 2009. |
| 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 | The same has been complied in the Annual Report of the Company for the Financial Year ended on 30 th September 2009. |
| (F) Management | 49 (IV F) | Yes | Management Discussion and Analysis Report forms part of the Annual Report of the Company for the financial year ended on 30 th September, 2009. |
| (G) Shareholders | 49 (IV G) | Yes | 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 th September 2009. |

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VIDEOCON

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| | | | <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> <p>In terms of the requirements of Clause 51 of the Listing Agreement. The Company also files/up-load the information, statements and reports on the Electronic Data Information Filing and Retrieval (EDIFAR) website maintained by National Informatics Centre (NIC), on-line, in such manner and format and within such time as may be specified by SEBI.</p> |
| V. CEO/CFO Certification | 49 (V) | Yes | 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 th September 2009. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Report on Corporate Governance has been published in the Annual Report of the Company for the financial year ended on 30 th September 2009. |
| VII. Compliance | 49 (VII) | Yes | 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 th September 2009. |

For **VALUE INDUSTRIES LIMITED**

V. N. DHOOT
DIRECTOR