

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: VALUE INDUSTRIES LIMITED

Quarter ended on: 30th September, 2012

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, 2011. 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.	



VALUE INDUSTRIES LIMITED
(Formerly Known as Videocon Appliances Limited)



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, 2011.
(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 31 st December, 2011.
(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, 2011.</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 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</p>

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			<p>Clause 49 and Share holding pattern as per Clause 35 through NSE Electronic Processing Application System (NEPAS) viz. www.connect2nse.com.</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	A Certificate obtained from the Head-Operations and CFO has been published as a part of the Corporate Governance Report for the financial year ended on 31 st December, 2011.
VI. Report on Corporate Governance	49 (VI)	Yes	Report on Corporate Governance has been published in the Annual Report for the financial year ended on 31 st December, 2011.
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, 2011.

For VALUE INDUSTRIES LIMITED

SONAL BHANDARI
COMPANY SECRETARY