

**VIDEOCON****QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**Name of the Company: **VIDEOCON INDUSTRIES LIMITED**Quarter ended on: **31<sup>st</sup> March, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	The Company has appointed Woman Director on 28 <sup>th</sup> February, 2015.
(B) Independent Directors	49 (IIB)	Yes	The Independent Directors of the Company are Non - Executive Directors and meet the criteria of independence as per the Listing Agreement
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	The Independent and Non-Executive Directors are not entitled to any remuneration and are paid sitting fees only.
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	The Code of Conduct has been implemented.  A declaration to this effect signed by the Chairman & Managing Director of the Company forms part of the Corporate Governance Report for the financial period ended on 30 <sup>th</sup> June, 2013.

**VIDEOCON INDUSTRIES LIMITED**

Correspondence Address  
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221, Dr. D. N. Road, Fort  
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F (+91-22) 66551985/66113600

Registered Office  
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Village Chittegaon, Taluka Paithan  
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New Delhi Office  
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CIN No.: L99999MH1986PLC103624

Project Office (Oil & Gas)  
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			<p>A similar declaration to this effect shall form part of the Corporate Governance Report for the financial period ended 31<sup>st</sup> December, 2014.</p> <p>The Code of Conduct has also been posted on the website of the Company.</p>
(F) Whistle Blower Policy	49 (IIF)	Yes	<p>The Company has established Vigil Mechanism and the same has been posted on the website of the Company.</p> <p>The details of this mechanism shall also form part of the Corporate Governance Report for the financial period ended 31<sup>st</sup> December, 2014.</p>
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	The Company has duly constituted the Nomination and Remuneration Committee.

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<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	The Company has duly constituted the Risk Management Committee.
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	
(C) Remuneration of Directors	49 (VIII C)	Yes	A note on Remuneration of Directors forms part of the Corporate Governance Report for the financial period ended on 30 <sup>th</sup> June, 2013.  A note on Remuneration of Directors shall form part of the Corporate Governance Report for the financial period ended 31 <sup>st</sup> December, 2014.
(D) Management	49 (VIII D)	Yes	Management Discussion and Analysis Report forms part of the Annual Report of the Company for the financial period ended on 30 <sup>th</sup> June, 2013.  Management Discussion and Analysis Report shall form part of the Annual Report of the Company for the financial period ended 31 <sup>st</sup> December, 2014.

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(E) Shareholders	49 (VIII E)	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 period ended on 30<sup>th</sup> June, 2013.</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., <a href="http://www.corpfiling.co.in">www.corpfiling.co.in</a>, 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. <a href="http://www.connect2nse.com">www.connect2nse.com</a>. In case of technical difficulty, the matter is taken up with NSE.</p>
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			<p>The Company also regularly submits its various periodical compliance filings through Online Portal - BSE Corporate Compliance &amp; Listing Centre viz. <a href="http://www.listing.bseindia.com">www.listing.bseindia.com</a>. In case of technical difficulty, the matter is taken up with BSE.</p> <p>The requisite information on appointment and re-appointment of directors shall form part of the Annual Report for the financial period ended 31<sup>st</sup> December, 2014.</p> <p>All important information and official press releases, if any, are displayed on the website of the Company.</p>
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIIF)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	<p>A Certificate obtained from the Chairman &amp; Managing Director and Chief Financial Officer has been published as a part of the Corporate Governance Report for the financial period ended on 30<sup>th</sup> June, 2013.</p> <p>A similar certificate shall form part of Corporate Governance Report for the financial period ended 31<sup>st</sup> December, 2014.</p>

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<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Report on Corporate Governance has been published in the Annual Report for the financial period ended on 30 <sup>th</sup> June, 2013.  Report on Corporate Governance shall form part of the Annual Report for the financial period ended 31 <sup>st</sup> December, 2014.
<b>XI. Compliance</b>	49 (XI)	Yes	Compliance Certificate on Corporate Governance obtained from the Auditors of the Company has been published as part of the Annual Report for the financial period on 30 <sup>th</sup> June, 2013.  A similar certificate shall form part of Annual Report for the financial period ended 31 <sup>st</sup> December, 2014.

**For VIDEOCON INDUSTRIES LIMITED**

**VENUGOPAL N. DHOOT**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00092450**

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