

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: **VIDEOCON INDUSTRIES LIMITED**
 Quarter ending: **30TH SEPTEMBER, 2017**

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)& | Date of Appointment in the current term/ cessation | Tenure | No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|---|----------------------------------|---|--|---|---|--|---|
| Mr. | Venugopal Nandlal Dhoot | PAN- AANPD5594R DIN- 00092450 | Chairperson- Executive | 1 st September, 2015 | - | 1 | 3 | - |
| Mr. | Subhash Shamsunder Dayama | PAN-ABIPD7932M DIN- 00217692 | Independent | 27 th June, 2016 | Appointed: 5 Years Completed: 1 Year & 95 days | 1 | 3 | 1 |
| Mr. | Radheyshyam Dalchand Agarwal | PAN-AABPA5381R DIN- 00012594 | Independent | 14 th August, 2014 | Appointed: 5 Years Completed: 3 Years & 47 days | 6 | 4 | 3 |
| Mr. | Bhopinder Jagdish Mittar Chopra (Upto 22 nd September, 2017) | PAN: AAYPC3396D DIN: 00329550 | Independent | 30 th January, 2016 | Appointed: 3 Years & 271 days Completed: 1 year & 236 days | 1 | 2 | Nil |

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|------|---|-----------------------------------|--------------------------------------|-------------------------------------|------------------------|---|---|---|
| Mrs. | Sarita Sanjay Surve | PAN: CLOPS5818M DIN: 07728829 | Additional Director (Independent) | 11 th February, 2017 | Completed: 231 days | 1 | 1 | - |
| Mr. | Pradip Kumar Das * (Upto 10 th August, 2017) | PAN:ADVPD5031A DIN: 06593113 | Nominee Director | 11 th February, 2017 | Completed: 174 days | 1 | - | - |
| Mr. | Sanjiv Kumar Sachdev * (w.e.f. 22 nd September, 2017) | PAN: AEBPS3705D DIN: 02428623) | Nominee Director | 22 nd September, 2017 | Completed: 8 days | 1 | - | - |

* Mr. Sanjiv Kumar Sachdev has been co-opted as Nominee of IDBI Bank Limited, in place of Mr. Pradip Kumar Das, w.e.f. 22nd September, 2017

II. Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) |
|--|-------------------------------------|--|
| 1. Audit Committee | Mr. Radheyshyam Dalchand Agarwal | Chairperson - Independent |
| | Mr. Subhash Shamsunder Dayama | Member - Independent |
| | Mr. Bhopinder Jagdish Mittar Chopra | Member - Independent (upto 22 nd September, 2017) |
| | Mrs. Sarita Sanjay Surve | Member - Independent (w.e.f. 22 nd September, 2017) |
| 2. Nomination & Remuneration Committee | Mr. Subhash Shamsunder Dayama | Chairperson - Independent |
| | Mr. Radheyshyam Dalchand Agarwal | Member - Independent |
| | Mr. Bhopinder Jagdish Mittar Chopra | Member - Independent (upto 22 nd September, 2017) |
| | Mrs. Sarita Sanjay Surve | Member - Independent (w.e.f. 22 nd September, 2017) |
| 3. Risk Management Committee | Mr. Radheyshyam Dalchand Agarwal | Chairperson - Independent |
| | Mr. Subhash Shamsunder Dayama | Member - Independent |
| | Mr. Bhopinder Jagdish Mittar Chopra | Member - Independent (upto 22 nd September, 2017) |
| | Mr. Venugopal Nandlal Dhoot | Member - Executive (w.e.f. 22 nd September, 2017) |

12



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|--|-------------------------------------|--|
| 4. Stakeholders Relationship Committee | Mr. Subhash Shamsunder Dayama | Chairperson - Independent |
| | Mr. Radheyshyam Dalchand Agarwal | Member - Independent |
| | Mr. Bhopinder Jagdish Mittar Chopra | Member - Independent (upto 22 nd September, 2017) |
| | Mr. Venugopal Nandlal Dhoot | Member - Executive (w.e.f. 22 nd September, 2017) |

Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee, Re-Organisation Committee and Finance and General Affairs Committee. However, the details of the same are not mentioned as the same is not required as per the format given under Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015.

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting(if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|--|---|
| 26.05.2017 | 22.09.2017 | 118 days |

IV. Meeting of Committees

| Date(s) of Meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of Meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
|---|---|---|--|
| Audit Committee (22.09.2017) | Yes | Audit Committee (26.05.2017) | 118 days |
| Nomination & Remuneration Committee (22.09.2017) | Yes | Nomination & Remuneration Committee (26.05.2017) | Not Applicable |
| Risk Management Committee (22.09.2017) | Yes | Risk Management Committee (26.05.2017) | Not Applicable |
| Stakeholder's Relationship Committee (22.09.2017) | Yes | Stakeholder's Relationship Committee (12.05.2017, 24.05.2017 and 27.06.2017) | Not Applicable |

5



| V. Related Party Transactions | |
|--|-------------------------------------|
| <i>Subject</i> | <i>Compliance Status(Yes/No/NA)</i> |
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | N.A. |
| Whether details of RPT entered into pursuant to Omnibus approval have been reviewed by Audit Committee | N.A. |

VI. Affirmations

1. The composition of Board of Directors is in terms of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders' relationship committee
 - d. Risk management committee
3. The committee members have been made aware of their powers, role and responsibilities as specified in Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. The report submitted in the previous quarter has been placed before Board of Directors at their meeting held on 22nd September, 2017. There are no comments/observations/advice of the Board. The report for the quarter ended 30th September, 2017, shall be placed before the Board at the ensuing Board meeting. - **Yes**

FOR VIDEOCON INDUSTRIES LIMITED



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


