

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: **VIDEOCON INDUSTRIES LIMITED**

Quarter ending: **31ST MARCH, 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	2	-
Mr.	Subhash Shamsunder Dayama	PAN-ABIPD7932M DIN- 00217692	Independent	27 th June, 2016	Appointed: 5 Years Completed: 277 days	1	2	1
Mr.	Radheyshyam Dalchand Agarwal	PAN-AABPA5381R DIN- 00012594	Independent	14 th August, 2014	Appointed: 5 Years Completed: 2 Year & 229 days	6	4	3
Mr.	Bhopinder Jagdish Mittar Chopra	PAN: AAYPC3396D DIN: 00329550	Independent	30 th January, 2016	Appointed: 3 Years & 271 days Completed: 1 year & 61 days	1	2	Nil

Mrs.	Sarita Sanjay Surve	PAN: CLOPS5818M DIN: 07728829	Additional Director	11 th February, 2017	Completed: 48 days	1	-	-
Mr.	Pradip Kumar Das	PAN: ADVPD5031A DIN: 06593113	Nominee	11 th February, 2017	Completed: 48 days	1	-	-

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
2. Nomination & Remuneration Committee	Mr. Subhash Shamsunder Dayama	Chairperson – Independent
	Mr. Radheyshyam Dalchand Agarwal	Member – Independent
	Mr. Bhopinder Jagdish Mittar Chopra	Member – Independent
3. Risk Management Committee	Mr. Radheyshyam Dalchand Agarwal	Chairperson – Independent
	Mr. Subhash Shamsunder Dayama	Member - Independent
	Mr. Bhopinder Jagdish Mittar Chopra	Member – Independent
4. Stakeholders Relationship Committee	Mr. Subhash Shamsunder Dayama	Chairperson – Independent
	Mr. Radheyshyam Dalchand Agarwal	Member – Independent
	Mr. Bhopinder Jagdish Mittar Chopra	Member – Independent

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 SEBI (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)	
11.11.2016	11.02.2017	91 days	
* Pursuant to the of Section 149 read with Schedule IV of the Companies Act, 2013 and Rules made there under, Independent directors of the Company met on 11.02.2017.			
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 11.02.2017	Yes Two out of three members were present for the Meeting	Audit Committee (11.11.2016 and 29.12.2016)	43 days
Nomination & Remuneration Committee – 11.02.2017	Yes Two out of three members were present for the Meeting	Nomination & Remuneration Committee (No Meeting)	-
Risk Management Committee (No Meeting)	NA	Risk Management Committee (No meeting)	-
Stakeholder's Relationship Committee 21.01.2017, 08.02.2017 and 21.03.2017	Yes Two out of three members were present for the Meeting	Stakeholder's Relationship Committee (11.11.2016 and 29.12.2016)	Not Applicable
V. Related Party Transactions			
Subject		Compliance Status(Yes/No/NA)	
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 SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - 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 SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors at their meeting held on 11th February, 2017. There are no comments/observations/advice of the Board. The report for the quarter ended 31st March, 2017, shall be placed before the Board at the ensuing Board meeting.

FOR VIDEOCON INDUSTRIES LIMITED



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