

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Quarter ending: **31ST DECEMBER, 2015**

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	1	Unlisted: 1
Mrs.	Ramabai Venugopal Dhoot	PAN-AASPD0318C DIN- 02377583	Non Executive	Appointed as Additional Director on 28 th February, 2015 Appointed as Director at Annual General Meeting held on 27 th June, 2015	-	1	2	Nil
Mr.	Sudhir Chintamani Nilkanth Jatar	PAN-ABDPJ4408R DIN- 00393605	Independent	14 th August, 2014	Appointed: 5 Years Completed: 1Year & 139 days	1	3	Listed: 1

Mr.	Radheyshyam Dalchand Agarwal	PAN-AABPA5381R DIN- 00012594	Independent	14 th August, 2014	Appointed: 5 Years Completed: 1Year & 139 days	6	5	Listed: 3
Mr.	Subroto Gupta	PAN:ACXPG0947R DIN: 02356707	Nominee	14 th November, 2014	-	1	1	Nil
Mr.	Anil Gopal Joshi#	PAN: ACAPJ8203C DIN: 00019927	Independent	Cessation: 16 th November, 2015	Appointed: 5 Years Completed: 1 Year & 94 days	1	Till 16 th November, 2015 4	Till 16 th November, 2015 Listed: 2

#Mr. Anil Gopal Joshi, Independent Directors of the Company passed away on 16th November, 2015. Consequently, it has resulted in the casual vacancy in the Board of the Company. In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, the casual vacancy can be filled by the Board of Directors at the next meeting of the Board.

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. Sudhir Chintamani Nilkanth Jatar	Member - Independent
	Mr. Anil Gopal Joshi	Member - Independent (upto 16 th November, 2015)
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015)
2. Nomination & Remuneration Committee	Mr. Sudhir Chintamani Nilkanth Jatar	Chairperson-Independent
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mr. Anil Gopal Joshi	Member - Independent (upto 16 th November, 2015)
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015)
3. Risk Management Committee	Mr. Radheyshyam Dalchand Agarwal	Chairperson- Independent
	Mr. Sudhir Chintamani Nilkanth Jatar	Member - Independent
	Mr. Anil Gopal Joshi	Member - Independent (upto 16 th November, 2015)
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015)

4. Stakeholders Relationship Committee	Mr. Sudhir Chintamani Nilkanth Jatar	Chairperson-Independent
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mr. Anil Gopal Joshi	Member – Independent (upto 16 th November, 2015)
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015)

Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee, Re-Organisation Committee, Right Issue 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)
14.08.2015	14.11.2015	92 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 (14.11.2015)	Yes All three members were present for the Meeting	Audit Committee (14.08.2015)	92 days
Nomination & Remuneration Committee – (No Meeting)	N.A.	Nomination & Remuneration Committee (14.08.2015)	-
Risk Management Committee (No Meeting)	N.A.	Risk Management Committee (14.08.2015)	-
Stakeholder's Relationship Committee (16.11.2015, 09.12.2015 & 30.12.2015)	Yes All three members were present for the Meeting	Stakeholder's Relationship Committee (14.08.2015)	-

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 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. There are no comments/observations/advice of the Board. The report for the quarter ended 31st December, 2015, shall be placed before the Board at the ensuing Board meeting.

FOR VIDEOCON INDUSTRIES LIMITED



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

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

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

Year Ended: **31ST DECEMBER, 2015**

I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS	
<i>Item</i>	Compliance Status (Yes/No/NA)
Details of Business	Yes
Terms and Conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of Conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	Yes
Policy on dealing with Related Party Transactions	Yes
Policy for determining material subsidiaries	Yes
Details of familiarisation programmes imparted to Independent Directors	Yes
Contact information of Designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
e-mail address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of listed entity	NA

II. ANNUAL AFFIRMATIONS		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)
Independent Directors(s) have been appointed in terms of specified criteria of ' <i>independence</i> ' and/ or ' <i>eligibility</i> '	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession of appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/ Compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meetings of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3) & (4)	Yes
Vigil Mechanism	22	Yes
Policy for related party transaction	23(1),(5),(6),(7) & (8)	Yes

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2) & (3)	Yes
Approval of material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarisation of Independent Directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to obligations of directors and senior management	26(2) & (5)	Yes

III. AFFIRMATIONS:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance Requirements with respect to subsidiary of Listed Entity have been complied.

FOR VIDEOCON INDUSTRIES LIMITED



VENUGOPAL N. DHOOT
CHAIRMAN AND MANAGING DIRECTOR
DIN: 00092450