

**General information about company**

|  |                             |
|--|-----------------------------|
| Scrip code   | 511389                      |
| NSE Symbol   | VIDEOIND                    |
| MSEI Symbol  | NOTLISTED                   |
| ISIN   | INE703A01011                |
| Name of the entity   | VIDEOCON INDUSTRIES LIMITED |
| Date of start of financial year                                | 01-04-2019                  |
| Date of end of financial year                                  | 31-03-2020                  |
| Reporting Quarter  | Half Yearly                 |
| Date of Report   | 30-09-2019                  |
| Risk management committee                                      | Applicable                  |
| Market Capitalisation as per immediate previous Financial Year | Any other                   |

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

| Disclosure of notes on composition of board of directors explanatory |                 |                           |            |          |                                      |                         |                         |               |                             |                        |                   | Textual Information(1)         |  |   |   |   |
|--|-----------------|---------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|---|
| Whether the listed entity has a Regular Chairperson                  |                 |                           |            |          |                                      |                         |                         |               |                             |                        |                   | No                             |  |   |   |   |
| Whether Chairperson is related to MD or CEO                          |                 |                           |            |          |                                      |                         |                         |               |                             |                        |                   | No                             |  |   |   |   |
| Sr   | Title (Mr / Ms) | Name of the Director      | PAN        | DIN      | Category 1 of directors              | Category 2 of directors | Category 3 of directors | Date of Birth | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number 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(s) held in listed entity including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| 1  | Mr              | Venugopal Nandlal Dhoot   | AANPD5594R | 00092450 | Executive Director                   | Chairperson             | CEO-MD                  | 30-09-1951    | 01-09-2015                  | 01-09-2015             |                   | 60                             | 1  | 0   | 1   | 0   |
| 2  | Mr              | Subhash Shamsunder Dayama | ABIPD7932M | 00217692 | Non-Executive - Independent Director | Not Applicable          | Employee Director       | 05-05-1961    | 14-05-2016                  | 27-06-2016             |                   | 60                             | 1  | 1   | 1   | 3   |
| 3  | Mrs             | Sarita Sanjay Surve       | CLOPS5818M | 07728829 | Non-Executive - Independent Director | Not Applicable          | Employee Director       | 26-09-1978    | 11-02-2017                  | 22-12-2017             |                   | 60                             | 1  | 1   | 3   | 0   |

### Text Block

Textual Information(1)

##Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6th June, 2018 (Admission Order) has admitted the reference for initiation of the corporate insolvency resolution process ('CIRP') in respect of Videocon Industries Limited (the 'Company' or the Corporate Debtor) under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC' or Code). Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) had been appointed as an interim resolution professional under the provisions of IBC vide the Admission Order. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same stood vested with Mr. Anuj Jain as the interim resolution professional. Subsequently, the committee of creditors of the Corporate Debtor, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as resolution professional in terms of the provisions of the IBC.

Subsequently, the NCLT, vide its Order dated August 08, 2019 (Consolidation Order), ordered the consolidation of the CIRP of 13 Videocon group entities as more particularly set out in the Consolidation Order (collectively referred to as the Corporate Debtors), including the Corporate Debtor, and appointed Mr. Mahender Khandelwal as the resolution professional of the Corporate Debtors (hereinafter referred to as the Erstwhile Resolution Professional).

After the Consolidation Order, the first meeting of the consolidated committee of creditors of the Corporate Debtors (CoC) was held on September 16, 2019. In the voting conducted during and pursuant to the said meeting, the CoC voted, with the requisite majority required under the Code, for the replacement of the Erstwhile Resolution Professional with Mr. Abhijit Guhathakurta (IBBI Registration No. IBBI/IPA-003/IP/N000103/2017-18/11158) as the resolution professional for the 13 Videocon group entities (including Videocon Industries Limited) on a consolidated basis (Resolution Professional). Accordingly, the NCLT vide its order dated September 25, 2019 (published on September 27, 2019) approved the replacement of the Erstwhile Resolution Professional with Mr. Abhijit Guhathakurta as the Resolution Professional for the consolidated CIRP of the Corporate Debtors (Order of Replacement). A copy of the Order of Replacement was made available on September 27, 2019 when the same was uploaded on the website of the NCLT. Pursuant to the publication of the Order of Replacement on September 27, 2019, and in accordance with the provisions of the IBC, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are being exercised by the Resolution Professional.

As per the provisions of IBC and provisions of Regulation 15 (2A) and (2B) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI (LODR)) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20, 21, shall not be applicable during the corporate insolvency resolution process. The provisions as specified in said regulations of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Corporate Debtor.

The members of the Company at an annual general meeting held on 17th December, 2018 had dissented the resolution for the appointment of Mr. V. N. Dhoot as director of the Company, on account of majority of the Promoter(s), Promoter Group and Person Acting in Concert dissenting to the said resolution, i.e. voting against the resolution. Thus, in terms of the provisions of the Companies Act, 2013, Mr. V. N. Dhoot has ceased to be the Director, and consequently, has ceased to be the Chairman and Managing Director of the Company. However, the Committee of Creditors has not yet approved the resultant change in the management of the Corporate Debtor as required as per the terms of Section 28 of the IBC.

|  |                        |
|--|------------------------|
| <b>Annexure 1</b>  |                        |
| <b>II. Composition of Committees</b>                         |                        |
| Disclosure of notes on composition of committees explanatory | Textual Information(1) |

### Annexure 1 Text Block

Textual Information(1)

The members of the Company at an annual general meeting held on 17th December, 2018 had dissented the resolution for the appointment of Mr. V. N. Dhoot as director of the Company, on account of majority of the Promoter(s), Promoter Group and Person Acting in Concert dissenting to the said resolution, i.e. voting against the resolution. Thus, in terms of the provisions of the Companies Act, 2013, Mr. V. N. Dhoot has ceased to be Director, consequently, has ceased to be the Chairman and Managing Director of the Company. However, the Committee of Creditors has not yet approved the resultant change in the management of the Corporate Debtor as required in terms of Section 28 of the IBC.

As per the provisions of IBC and provisions of Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20, 21, shall not be applicable during the corporate insolvency resolution process. The provisions as specified in the said regulations of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional. While the powers of the board of directors and the committees are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Corporate Debtor.

### Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee, Re-Organization 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 (LODR).

Consequent to resignation of Mr. Radheyshyam Dalchand Agarwal from the Board of Directors of the Company and acceptance of his resignation by the Board of Directors at its meeting held on June 5th, 2018, he has ceased to be the member of the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stake Holders Relationship Committee and other non-mandatory committees. Thus, there was a need to reconstitute these committees and, accordingly, certain committees were reconstituted and the Board of Directors deferred reconstitution of certain committees pending broadening of the Board of Directors. However, the subsequent reconstitution could not happen as the Company was admitted to CIRP w.e.f. 6th June 2018.

| Audit Committee Details                               |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |                                      |                         | No                  |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00217692   | Subhash Shamsunder Dayama | Non-Executive - Independent Director | Member                  | 14-05-2016          |                   |         |
| 2   | 07728829   | Sarita Sanjay Surve       | Non-Executive - Independent Director | Member                  | 22-09-2017          |                   |         |

| Nomination and remuneration committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00217692   | Subhash Shamsunder Dayama | Non-Executive - Independent Director | Chairperson             | 14-05-2016          |                   |         |
| 2   | 07728829   | Sarita Sanjay Surve       | Non-Executive - Independent Director | Member                  | 22-09-2017          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00217692   | Subhash Shamsunder Dayama | Non-Executive - Independent Director | Chairperson             | 14-05-2016          |                   |         |
| 2   | 00092450   | Venugopal Nandlal Dhoot   | Executive Director                   | Member                  | 22-09-2017          |                   |         |
| 3   | 07728829   | Sarita Sanjay Surve       | Non-Executive - Independent Director | Member                  | 05-06-2018          |                   |         |



| Risk Management Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00217692   | Subhash Shamsunder Dayama | Non-Executive - Independent Director | Chairperson             | 14-05-2016          |                   |         |
| 2   | 00092450   | Venugopal Nandlal Dhoot   | Executive Director                   | Member                  | 22-09-2017          |                   |         |
| 3   | 07728829   | Sarita Sanjay Surve       | Non-Executive - Independent Director | Member                  | 05-06-2018          |                   |         |

| Corporate Social Responsibility Committee                                       |            |                           |                                      |                         |                     |                   |         |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Corporate Social Responsibility Committee has a Regular Chairperson |            |                           |                                      |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors              | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 00092450   | Venugopal Nandlal Dhoot   | Executive Director                   | Chairperson             | 22-09-2017          |                   |         |
| 2   | 00217692   | Subhash Shamsunder Dayama | Non-Executive - Independent Director | Member                  | 14-05-2016          |                   |         |
| 3   | 07728829   | Sarita Sanjay Surve       | Non-Executive - Independent Director | Member                  | 05-06-2018          |                   |         |

| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

|  |                        |
|--|------------------------|
| Disclosure of notes on meeting of board of directors explanatory | Textual Information(1) |
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**Text Block**

Textual Information(1)

\*\*As per Section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional, appointed under the provisions of IBC by the NCLT vide the Order of Replacement. As per Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the resolution professional. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Corporate Debtor. Accordingly, meetings of the Directors may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

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| <b>Annexure 1</b>  |                        |
| <b>IV. Meeting of Committees</b>                         |                        |
| Disclosure of notes on meeting of committees explanatory | Textual Information(1) |

**Text Block**

Textual Information(1)

As per Section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional appointed under the provisions of IBC. As per Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by resolution professional. While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Corporate Debtor. Accordingly, meetings of the Directors and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

**Annexure 1**

**V. Related Party Transactions**

| Sr  | Subject  | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here. |
|---|--|-------------------------------|---|
| 1   | Whether prior approval of audit committee obtained   | NA                            |   |
| 2   | Whether shareholder approval obtained for material RPT   | NA                            |   |
| 3   | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |   |
| Disclosure of notes on related party transactions |  |                               | Textual Information(1)  |



**Text Block**

Textual Information(1)

Complied as per the provisions of Insolvency and Bankruptcy Code, 2016 and Commencement of Insolvency Resolution Process regulations.

**Annexure 1**

| <b>VI. Affirmations</b> |  |                            |
|-------------------------|--|----------------------------|
| Sr                      | Subject  | Compliance status (Yes/No) |
| 1                       | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5                       | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | Yes                        |
| 6                       | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7                       | 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.                  | No                         |
| 8                       | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |
| 9                       | Any comments/observations/advice of Board of Directors may be mentioned here:  | Textual Information(1)     |

**Annexure 1**

| Sr | Subject           | Compliance status                        |
|----|-------------------|--|
| 1  | Name of signatory | Samridhi Kumari                          |
| 2  | Designation       | Company Secretary and Compliance Officer |

### Text Block

Textual Information(1)

\*As per Section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are being exercised by Resolution Professional appointed under the provisions of IBC. As per Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by resolution professional. Hence, for the purpose of drop down option, the same has specified as NO as the provision for Not Applicable option is not available in drop down.

While the powers of the board of directors are suspended, in terms of Section 19 of the Code, they are required to extend all assistance and cooperation to the Resolution Professional as may be required by him in managing the affairs of the Corporate Debtor. Accordingly, meetings of the Directors and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

The report for the quarter ended 30th June, 2019, had been placed before Mr. Anuj Jain, the erstwhile resolution professional and there is no comment/observation/advice of the erstwhile resolution professional. The report for the quarter ended 30th September, 2019, has been placed before the Resolution Professional.

**Annexure III**

| <b>III. Affirmations</b>             |  |                                      |                               |   |
|--------------------------------------|--|--------------------------------------|-------------------------------|---|
| Sr                                   | Particulars  | Regulation Number                    | Compliance status (Yes/No/NA) | If status is <b>No</b> details of non-compliance may be given here.   |
| 1                                    | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2)                                | No                            | The ensuing Annual General Meeting of the Company, for the financial year ended on 31st March, 2019, will be held in the quarter ended on 31st December, 2019 and the Company is in the process of preparing Annual Report and other financial statements and will ensure compliance, to the extent possible, in view of the Company being in CIRP. |
| 2                                    | Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | NA                            |   |
| 3                                    | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | NA                            |   |
| 4                                    | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | NA                            |   |
| 5                                    | Whether <b>No</b> Corporate Governance Report <b>No</b> disclosed in Annual Report   | 34(3) read with para C of Schedule V | No                            | The ensuing Annual General Meeting of the Company, for the financial year ended on 31st March, 2019, will be held in the quarter ended on 31st December, 2019 and the Company is in the process of preparing Annual Report and other financial statements and will ensure compliance, to the extent possible, in view of the Company being in CIRP. |
| Any other information to be provided |  |                                      | Textual Information(1)        |   |

**Text Block**

Textual Information(1)

\*\*The previous Annual General Meeting of the Company, for the financial year ended on 31st March, 2018, was held on 17th December, 2018. The status of compliance with the following disclosures/requirements was as under:

1. Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.
2. Consequent to admission of the Company in CIRP, as the powers of the Board were suspended, the Chairperson of the Audit Committee; Nomination & Remuneration Committee; Stakeholders Relationship Committee were present at the Annual General Meeting.
3. Corporate Governance Report is disclosed in the Annual Report.

The ensuing Annual General Meeting of the Company, for the financial year ended on 31st March, 2019, will be held in the quarter ended on 31st December, 2019 and the Company is in the process of preparing Annual Report and other financial statements and will ensure compliance, to the extent possible, in view of the Company being in CIRP.

**Annexure III**

|   |                   |  |
|---|-------------------|--|
| 1 | Name of signatory | Samridhi Kumari                          |
| 2 | Designation       | Company Secretary and Compliance Officer |

**Signatory Details**

|                       |  |
|-----------------------|--|
| Name of signatory     | Samridhi Kumari                          |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Mumbai                                   |
| Date                  | 15-10-2019                               |



