

Corporate Governance

VIDEOCON INDUSTRIES LTD.	
Scrip Code :511389	Quarter Ending : March 2019

Annexure 1

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr	Subhash Shamsunder Dayama	Non-Executive - Independent Director, Shareholder Director	27 Jun 2016	-	-	60	1	4	1
Mrs	Sarita Sanjay Surve	Non-Executive - Independent Director, Shareholder Director	22 Dec 2017	-	-	60	1	3	0
Mr	Venugopal Nandlal Dhoot	Executive Director, Chairperson, CEO-MD	01 Sep 2015	-	-	-	1	0	0

[Click here for "Composition of Committee"](#)

[Click here for "Meeting of Board of Directors"](#)

[Click here for "Meeting of Committees"](#)

[Click here for "Related Party Transactions"](#)

[Click here for "Affirmations"](#)

Annexure 2

Website Affirmations

Item	Compliance status	Details of non-compliance
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 or 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 familiarization programmes imparted to independent directors	Yes	-
Contact information of the designated officials of the listed entity who are responsible for assisting and handling	Yes	-

investor grievances		
Email 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 the listed entity	NA	-

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Annexure 1

Composition Of Committee

Audit Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Subhash Shamsunder Dayama	Non-Executive - Independent Director,Member	27-06-2016	-
Sarita Sanjay Surve	Non-Executive - Independent Director,Member	22-12-2017	-

Nomination and remuneration committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Subhash Shamsunder Dayama	Non-Executive - Independent Director,Chairperson	27-06-2016	-
Sarita Sanjay Surve	Non-Executive - Independent Director,Member	22-12-2017	-

Stakeholders Relationship Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Subhash Shamsunder Dayama	Non-Executive - Independent Director,Chairperson	27-06-2016	-
Sarita Sanjay Surve	Non-Executive - Independent Director,Member	22-12-2017	-
Venugopal Nandlal Dhoot	Executive Director,Member	01-09-2015	-

Risk Management Committee			
Name of Committee members	Category	Date Of Appointment	Date of Cessation
Subhash Shamsunder Dayama	Non-Executive - Independent Director,Chairperson	27-06-2016	-
Sarita Sanjay Surve	Non-Executive - Independent Director,Member	22-12-2017	-
Venugopal Nandlal Dhoot	Executive Director,Member	01-09-2015	-

**Corporate Social Responsibility Committee**

<b>Name of Committee members</b>	<b>Category</b>	<b>Date Of Appointment</b>	<b>Date of Cessation</b>
Subhash Shamsunder Dayama	Non-Executive - Independent Director,Member	27-06-2016	-
Sarita Sanjay Surve	Non-Executive - Independent Director,Member	22-12-2017	-
Venugopal Nandlal Dhoot	Executive Director,Chairperson	01-09-2015	-

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Annexure 1

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 meeting (in number of days)
<b>No Data Available</b>		

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Annexure 1

Meeting Of Committees

Name of Committee	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)
<b>No Data Available</b>				

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### Annexure 1

#### Related Party Transactions

Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
Whether prior approval of audit committee obtained	NA	-
Whether shareholder approval obtained for material RPT	NA	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	NA	-

## Corporate Governance

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### Annexure 1

#### Affirmations

Subject	Compliance status (Yes/No)
The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No

#### Signatory Details

Name of signatory	Samridhi Kumari
Designation of person	Company Secretary



Corporate Governance

VIDEOCON INDUSTRIES LTD.	
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Annexure 2

Annual Affirmation

Sr.	Particulars	Regulation Number	Compliance status (Yes/No)	If status is "No" details of non-compliance
1	Independent directors have been appointed in terms of specified criteria of independence and or eligibility	16(1)(b) & 25(6)	Yes	-
2	Board composition	17(1)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6thJune, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
3	Meeting of board of directors	17(2)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6thJune, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
4	Review of compliance reports	17(3)	Yes	-
5	Plans for orderly succession for appointments	17(4)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6thJune, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and

				the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
6	Code of conduct	17(5)	Yes	-
7	Fees or compensation	17(6)	NA	-
8	Minimum information	17(7)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6th June, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
9	Compliance certificate	17(8)	Yes	-
10	Risk assessment and management	17(9)	Yes	-
11	Performance evaluation of independent directors	17(10)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6th June, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
12	Composition of audit committee	18(1)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6th June, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
13	Meeting of audit committee	18(2)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6th June, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and

				the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
14	Composition of nomination and remuneration committee	19(1) & (2)	No	Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT'), vide an order dated 6th June, 2018 has admitted the reference for initiation of Corporate Insolvency Resolution Process ('CIRP') in respect of Videocon Industries Limited (the 'Company') under Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC'). By the said order Mr. Anuj Jain (IP Registration No. IBBI/IPA-001/IP-P00142/2017-18/10306) has been appointed as an Interim Resolution Professional under the provisions of IBC. As per Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended and the same has been vested with and exercised by Mr. Anuj Jain, Interim Resolution Professional appointed under the provisions of IBC. Subsequently, the Committee of Creditors, which was formed pursuant to the provisions of the Code, appointed Mr. Anuj Jain as Resolution Professional.
15	Composition of stakeholder relationship committee	20(1) & (2)	Yes	-
16	Composition and role of risk management committee	21(1),(2), (3),(4)	Yes	-
17	Vigil mechanism	22	Yes	-
18	Policy for related party transaction	23(1),(5), (6),(7) & (8)	NA	-
19	Prior or omnibus approval of audit committee for all related party transactions	23(2), (3)	Yes	-
20	Approval for material related party transactions	23(4)	NA	-
21	Composition of board of directors of unlisted material subsidiary	24(1)	Yes	-
22	Other corporate governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	-
23	Maximum directorship and tenure	25(1) & (2)	Yes	-
24	Meeting of independent directors	25(3) & (4)	NA	-
25	Familiarization of independent	25(7)	Yes	-

	directors			
26	Memberships in committees	26(1)	Yes	-
27	Affirmation with compliance to code of conduct from members of board of directors and senior management personnel	26(3)	Yes	-
28	Disclosure of shareholding by non-executive directors	26(4)	Yes	-
29	Policy with respect to obligations of directors and senior management	26(2) & 26(5)	NA	-

## Corporate Governance

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### Annexure 2

#### Affirmation

Sr.	Particulars	Compliance status (Yes/No)
1	The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied	Yes

#### Signatory Details

Name of signatory	Samridhi Kumari
Designation of person	Company Secretary