

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	Yearly
Date of Report	31-03-2020
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

Yes

Whether Chairperson is related to MD or CEO

Yes

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	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	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 Chairperson in Audit/ Stakeholder Committee held by this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Venugopal Nandalal Dhoot	AANPD5594R	00092450	Executive Director	Chairperson	CEO-MD	30-09-1951	NA		01-09-2015	01-09-2015		60	1	0	1	0
2	Mr	Subhash Shamsunder Dayama	ABIPD7932M	00217692	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-05-1961	NA		14-05-2016	27-06-2016		60	1	1	0	2
3	Mrs	Sarita Sanjay Surve	CLOPS5818M	07728829	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-09-1978	NA		11-02-2017	22-12-2017		60	1	1	4	0

Text Block

Textual Information(1)

The National Company Law Tribunal, Mumbai Bench, (NCLT), had vide its order dated June 06, 2018 admitted the application for the initiation of the corporate insolvency resolution process (CIRP) of Corporate Debtor (Admission Order) in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time (Code). Subsequently, the Honble NCLT vide its order dated August 08, 2019 (Consolidation Order) has ordered the consolidation of the CIRP of the 13 Videocon Group entities, including the Corporate Debtor, (Videocon Group Entities). Further, the NCLT vide an order dated September 25, 2019 has appointed Mr. Abhijit Guhathakurta as the resolution professional (Resolution Professional) for the consolidated CIRP of the Videocon Group Entities including the Corporate Debtor (Appointment Order). The Appointment Order was published on September 27, 2019, on which date the Resolution Professional has taken over the management and affairs of the Videocon Group Entities. Pursuant to the publication of the Appointment Order and in accordance with the provisions of the Code, 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.

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	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

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 Company.

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).

Further, the members of the Audit Committee at their meeting held on 26th November, 2019 elected Mr. Subhash Shamsunder Dayama as the Chairperson of the said Committee.

Audit Committee Details							
Whether the Audit 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		

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)
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	27-11-2019				Yes	2	1
2	03-12-2019		5		Yes	2	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 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.

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	26-11-2019				Yes	2	2
2	Audit Committee	02-12-2019				Yes	2	2
3	Nomination and remuneration committee	27-11-2019				Yes	2	1
4	Stakeholders Relationship Committee	27-11-2019				Yes	2	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 <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> 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	

Annexure 1**VI. Affirmations**

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	No
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
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.	Yes
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	V.N. DHOOT
2	Designation	Managing Director

Text Block

Textual Information(1)

Comment w.r.t Point No. 7

The Company is under CIRP under the Code and therefore, the powers of the board of directors stand suspended and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by resolution professional in accordance with Section 17 and 23. Moreover, as per Regulation 15 (2A) and 2(B) of the SEBI (LODR) as amended from time to time, the provision specified in Regulation 17,18, 19, 20, and 21 of the SEBI (LODR) shall not be applicable on CIRP Companies.

"On this background, we submit that the Company being under corporate insolvency resolution process is exempted by LODR regulations from conducting meetings of board of directors and above committees and therefore, the Company has been fully compliant with the provisions of SEBI (LODR), 2015 and comment has been marked as "YES".

Comment w.r.t Point No. 8

The Company is under CIRP under the Code and therefore, the powers of the board of directors stand suspended, and in the virtue of delegated roles and responsibilities, the report for the quarter ended March 31, 2020, has been taken on record by the Resolution Professional and the comment has been marked as "YES".

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.videoconindustriesltd.com/AboutUS.aspx
2	Terms and conditions of appointment of independent directors	Yes		http://www.videoconindustriesltd.com/Others.aspx
3	Composition of various committees of board of directors	Yes		http://www.videoconindustriesltd.com/Others.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.videoconindustriesltd.com/CodeConduct.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx
6	Criteria of making payments to non-executive directors	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx
7	Policy on dealing with related party transactions	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx
8	Policy for determining material subsidiaries	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.videoconindustriesltd.com/InvestorContacts.aspx
11	email address for grievance redressal and other relevant details	Yes		http://www.videoconindustriesltd.com/InvestorContacts.aspx
12	Financial results	Yes		http://www.videoconindustriesltd.com/FinancialRes.aspx
13	Shareholding pattern	Yes		http://www.videoconindustriesltd.com/ownership_structure.aspx
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		http://www.videoconindustriesltd.com/Corporate_Announcement.aspx
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		http://www.videoconindustriesltd.com/Corporate_Announcement.aspx
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		http://www.videoconindustriesltd.com/CodeConduct.aspx
21	Materiality Policy as per Regulation 30	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		http://www.videoconindustriesltd.com/PolicieChar.aspx
23	It is certified that these contents on the website of the listed entity are correct	Yes		Not applicable
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				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 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.

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of <input checked="" type="checkbox"/> independence <input checked="" type="checkbox"/> and/or <input checked="" type="checkbox"/> eligibility <input checked="" type="checkbox"/>	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	NA	
4	Quorum of Board meeting	17(2A)	NA	
5	Review of Compliance Reports	17(3)	NA	
6	Plans for orderly succession for appointments	17(4)	NA	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	NA	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	No	Since, the powers of Board are suspended.
13	Recommendation of Board	17(11)	NA	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	NA	
16	Meeting of Audit Committee	18(2)	NA	
17	Composition of nomination & remuneration committee	19(1) & (2)	NA	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	NA	
19	Meeting of Nomination and Remuneration Committee	19(3A)	NA	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	NA	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	No	The Annual Secretarial Compliance report is pertaining to the period ended on March 31, 2019 and due to certain technical difficulties and lack of clarity on its applicability for CIRP companies, the Company couldn't obtain and, consequently, submit the report with stock exchanges within the stipulated time.
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	NA	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	No	Due to financial constraint
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	V.N Dhoot
2	Designation	Managing Director

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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
	Any other information to be provided	

Annexure II

1	Name of signatory	V.N. DHOOT
2	Designation	Managing Director

Signatory Details

Name of signatory	V.N Dhoot
Designation of person	Managing Director
Place	Mumbai
Date	15-05-2020

