

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Quarterly
Date of Report	30-06-2021
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				
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 post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
AANPD5594R	00092450	Executive Director	Not Applicable	CEO	30-09-1951	NA		01-06-2005	11-11-2016		60	1	0	1	0
AAEPT9649N	08901288	Executive Director	Not Applicable		30-06-1966	NA		05-10-2020			24	1	0	0	0
CLOPS5818M	07728829	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-09-1978	NA		11-02-2017	22-12-2017		60	1	1	1	4

Text Block	
Textual Information(1)	<p>Videocon Industries Limited (the Company) was admitted to corporate insolvency resolution process(CIRP) in terms of the provisions of the Insolvency and Bankruptcy Code, 2016 (Code) and in pursuance to the order of the Honble National Company Law Tribunal, Mumbai (NCLT) dated June 06,2018. Subsequently, the NCLT vide its order dated August 08, 2019 ordered the consolidation of the CIRP of 13 Videocon group entities including the Company (Corporate Debtors). Further, NCLT vide order dated June 08, 2021 (Approval Order), has approved the resolution plan submitted by Twin StarTechnologies Limited (Approved Plan).</p> <p>In terms of the Approved Plan, a steering committee of the Company has been constituted (Steering Committee). The Steering Committee in its meeting held on June 18, 2021 has appointed the Resolution Professional (RP), Mr. Abhijit Guhathakurta as the interim manager of the Corporate Debtors (IM), for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan).</p> <p>Further, as part of the Approved Plan, the Board of Directors of the Company shall be reconstituted in accordance with the applicable laws after the completion of the implementation process on the Closing Date (as provided under the Approved Plan).</p> <p>Further, based on the internal evaluation by the secretarial team, Mr. Subhash Dayama stands disqualified under sec 164(2)(b) of the Companies Act, 2013. However, the Company has not received any declaration under DIR-8 from Mr. Dayama. Notwithstanding this position, Mr. Dayama has completed his term of five consecutive years from the date of his appointment on Annual General Meeting i.e. 27th June, 2016. Accordingly, he ceases to be associated with the Company.</p>

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

Annexure 1 Text Block	
Textual Information(1)	<p>The Company was admitted to CIRP in terms of the provisions of the Code and in pursuance to the order of the NCLT dated June 06, 2018. Subsequently, the NCLT vide its order dated August 08, 2019 ordered the consolidation of the CIRP of 13 Videocon group entities including the Company (Corporate Debtors). Further, NCLT vide order dated June 08, 2021 (Approval Order), has approved the resolution plan submitted by Twin Star Technologies Limited (Approved Plan).</p> <p>In terms of the Approved Plan, a steering committee of the Company has been constituted. The Steering Committee in its meeting held on June 18, 2021 has appointed the RP, Mr. Abhijit Guhathakurta as the IM of the Corporate Debtors, for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan).</p> <p>Further, as part of the Approved Plan, the Board of Directors of the Company shall be reconstituted in accordance with the applicable laws after the completion of the implementation process on the Closing Date (as provided under the Approved Plan).</p> <p>Further, based on the internal evaluation by the secretarial team, Mr. Subhash Dayama stands disqualified under sec 164(2)(b) of the Companies Act, 2013. However, the Company has not received any declaration under DIR-8 from Mr. Dayama. Notwithstanding this position, Mr. Dayama has completed his term of five consecutive years from the date of his appointment on Annual General Meeting i.e. 27th June, 2016. Accordingly, he ceases to be associated with the Company.</p>

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	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					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	22-09-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship 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	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	05-06-2018		
2	00092450	Venugopal Nandlal Dhoot	Executive Director	Member	22-09-2017		

Risk Management Committee							
Whether the Risk Management 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	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	05-06-2018		
2	00092450	Venugopal Nandlal Dhoot	Executive Director	Member	22-09-2017		

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	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)

Text Block	
Textual Information(1)	<p>Since, the Company was into CIRP until June 08, 2021, the powers of the Board of Directors of the Company stood suspended and the same were being vested with and exercised by the RP, appointed under the provisions of Code and accordingly the provisions of Regulations 17,18, 19, 20 and 21 of the SEBI (LODR) did not apply as per Regulation 15 (2A) and (2B) of the SEBI(LODR).</p> <p>In terms of the Approved Plan, a steering committee of the Company has been constituted who have been entrusted with the powers of the Board of Directors. In view of the same, there were two meeting of Steering Committee held on June 18, 2021 and June 25, 2021 till the quarter ended June 30, 2021. Further, the Steering Committee in its meeting held on June 18, 2021 has appointed the RP, Mr. Abhijit Guhathakurta as the IM who is entrusted for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan). The meetings of the Directors/ and or Committees may be conducted as and when required by the Interim Manager and in accordance with the applicable laws.</p>

Annexure 1	
IV. Meeting of Committees	
Disclosure of notes on meeting of committees explanatory	Textual Information(1)

Text Block	
Textual Information(1)	<p>Since, the Company was into CIRP until June 08, 2021, the powers of the Board of Directors of the Company stood suspended and the same were being vested with and exercised by the RP, appointed under the provisions of Code and accordingly the provisions of Regulations 17,18, 19, 20 and 21 of the SEBI (LODR) did not apply as per Regulation 15 (2A) and (2B) of the SEBI(LODR).</p> <p>In terms of the Approved Plan, a steering committee of the Company has been constituted who have been entrusted with the powers of the Board of Directors. In view of the same, there were two meeting of Steering Committee held on June 18, 2021 and June 25, 2021 till the quarter ended June 30, 2021. Further, the Steering Committee in its meeting held on June 18, 2021 has appointed the RP, Mr. Abhijit Guhathakurta as the IM who is entrusted for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan). The meetings of the Directors/ and or Committees may be conducted as and when required by the Interim Manager and in accordance with the applicable laws.</p>

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" 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	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.	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	Venugopal Nandlal Dhoot
2	Designation	CEO

Text Block	
Textual Information(1)	<p>Comment w.r.t Point No. 1 to 4 and 7</p> <p>The Company was under CIRP under the Code until June 08, 2021 and accordingly, the powers of the board of directors stood suspended and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, were to be fulfilled by RP in accordance with Section 17 and 23 of the Code. 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.</p> <p>Subsequently, from the date of Approval order, the steering committee has been formed in terms of the Approved Plan who has been entrusted with the powers of Board of Directors and the said Committee has appointed the RP, Mr. Abhijit Guhathakurta as the IM for undertaking the management and control the Company, from the date of Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan). Further as per the Approved Plan the Board of the Company shall be re-constituted after the completion of the implementation process on the Closing Date (as provided under the Approved Plan).</p> <p>"On this background, we submit that the Company being under corporate insolvency resolution process until June 08, 2021 is exempted by LODR regulations from conducting meetings of board of directors and above committees. Further, pursuant to the Approval Order and in terms of the Approved Plan, the powers of the Board of Directors stand suspended and are currently being exercised by the Steering Committee who has conducted two meetings in the quarter ended on June 30, 2021. Accordingly, the Company stands fully compliant with the provisions of SEBI(LODR), 2015 and accordingly comment has been marked as "YES".</p> <p>Comment w.r.t Point No. 8</p> <p>As the Company was under CIRP under the Code and therefore, the powers of the board of directors stood suspended, and in the virtue of delegated roles and responsibilities, the report for the quarter ended March 31, 2021, had been taken on record by the RP. Further, in view of the Approval Order, the Approved Plan and the appointment of the RP, Mr. Abhijit Guhathakurta as the IM for undertaking the management and control the Company, from the date of NCLT Approval Order till the completion of the implementation process on the Closing Date (as provided under the Approved Plan) by the Steering Committee who has been entrusted with the powers of Board of Directors, the report for the quarter ended June 30, 2021 has been taken on record by the IM. However, as the option Not Applicable is not present under Comment 8 the same has been marked as "YES"</p>

Signatory Details	
Name of signatory	Venugopal Nandlal Dhoot
Designation of person	CEO
Place	Mumbai
Date	14-07-2021

