

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	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Yearly
Date of Report	31-03-2023
Risk management committee	Not 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

Disqualification of Directors under section 164 of the Companies Act, 2013

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 the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	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)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Venugopal Nandlal Dhoot	AANPD5594R	00092450	Executive Director	Not Applicable	CEO	30-09-1951	Yes	30-10-2022		Mr. Venugopal N Dhoot has incurred disqualification under section 164(2) of the Companies Act, 2013 from October 30, 2022 due to the non-filing of financial statements and annual returns of the Company for the last three financial years i.e. for the financial year 2019-20, 2020-21 and 2021-22.	Inactive	NA		01-06-2005	11-11-2016		1	0	1	0			
2	Mr	Satish Motilal Totala	AAEPT9649N	08901288	Executive Director	Not Applicable		30-06-1966	Yes	30-10-2022		Mr. Satish M Totala has incurred disqualification under section 164(2) of the Companies Act, 2013 from October 30, 2022 due to the non-filing of financial statements and annual returns of the Company for the last three financial years i.e. for the	Active	NA		05-10-2020			1	0	0	0			

											financial year 2019-20, 2020-21 and 2021-22. However, in terms of the first proviso to section 167(1)(a) of the Act, he does not vacate his office as director in the Company.															
3	Mrs	Sarita Sanjay Surve	CLOPS5818M	07728829	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-09-1978	No			Active	NA		11-02-2017	22-12-2017		55	0	0	0	0		Textual Information(2)		

Text Block

Textual Information(1)

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), approved the resolution plan submitted by Twin Star Technologies Limited (Approved Plan).

In terms of the Approved Plan, a steering committee of the Company had been constituted (Steering Committee). The Steering Committee in its meeting held on June 18, 2021 had appointed the Resolution Professional, Mr. Abhijit Guhathakurta, as the interim manager of the Corporate Debtors (Interim Manager), 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).

However, pursuant to the appeals filed by three dissenting financial creditors (among others) before the Honble National Company Law Appellate Tribunal, New Delhi (the NCLAT), the Honble NCLAT, vide its order dated July 19, 2021 in the said Appeals (the Stay Order), inter-alia stayed the operation of the NCLT Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the NCLT Approval Order. Further, as per the Stay Order, the Resolution Professional had been directed to continue to manage the 13 Videocon Group Entities as per the provisions of the Code till the next date of hearing.

Later on, the NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the Committee of Creditors (the COC) for completion of the process relating to CIRP in accordance with the provisions of the Code (the, NCLAT Final Order). Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite fresh expressions of interest for submission of resolution plan for Consolidated Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings. Pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court.

Post commencement of CIRP, the members at the general meeting held on December 17, 2018 had dissented the resolution for the appointment of Mr. Venugopal N Dhoot as director of the Company on account of majority of the Promoters, Promoters Group and person acting in concert dissenting to the said resolution i.e., voting against the resolution. However, the committee of creditors of the Company has not approved the resultant change in the management of the Company as required in terms of the Section 28 of the Code, in light of the ongoing CIRP of the Company. Thus, Mr. Venugopal Dhoot continues to be designated as a Director of the Company.

Further, while the tenure of Mr. Venugopal Nandlal Dhoot as Managing Director and Chairman of the Company had ended on August 31, 2020, he continues to be designated as the Chief-Executive Officer of the Company in terms of his appointment on November 16, 2016.

In addition, the resignation of Mrs. Sarita Sanjay Surve as the Independent, Non-Executive Director of the Company was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.

Textual Information(2)

The Company is required to fill details regarding the composition of statutory committees that are required to be constituted as per the SEBI LODR. The statutory committees as per SEBI LODR are: (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders Relationship Committee and (iv) Risk Management Committee (wherever applicable).

Since the Company is under the Corporate Insolvency Resolution Process (the CIRP), the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional. Accordingly, the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI LODR do not apply as per Regulation 15 (2A) and (2B) of the SEBI LODR.

During the tenure of ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the composition of the Board and the Committees is not adequate.

It is submitted that one of the directors i.e., Mrs. Sarita Sanjay Surve, (who was the sole member on the various of Board of the Committees of the Company) has tendered resignation w.e.f June 27, 2022, which was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.

After her resignation, the current composition of committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee came down to 'Nil'. Therefore, since there are no members and/or the Chairperson on the Board of the Committees, we have no data to fill in the composition of aforesaid committees.

Pertaining to the above-mentioned constraints, we are unable to successfully validate the Excel utility sheet of CGR. As an alternative to resolve this issue and validate the file, we have retained the name of Sarita Surve in the composition of Board and the committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, it should be noted that Mrs. Sarita Surve is not continuing as the member of the Board and the aforesaid committees w.e.f June 27, 2022.

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

Annexure 1 Text Block

Textual Information(1)

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), approved the resolution plan submitted by Twin Star Technologies Limited (Approved Plan).

In terms of the Approved Plan, a steering committee of the Company had been constituted (Steering Committee). The Steering Committee in its meeting held on June 18, 2021 had appointed the Resolution Professional, Mr. Abhijit Guhathakurta, as the interim manager of the Corporate Debtors (Interim Manager), 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).

However, pursuant to the appeals filed by three dissenting financial creditors (among others) before the Honble National Company Law Appellate Tribunal, New Delhi (the NCLAT), the Honble NCLAT, vide its order dated July 19, 2021 in the said Appeals (the Stay Order), inter-alia stayed the operation of the NCLT Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the NCLT Approval Order. Further, as per the Stay Order, the Resolution Professional had been directed to continue to manage the 13 Videocon Group Entities as per the provisions of the Code till the next date of hearing.

Later on, the NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the Committee of Creditors (the COC) for completion of the process relating to CIRP in accordance with the provisions of the Code (the, NCLAT Final Order). Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite fresh expressions of interest for submission of resolution plan for Consolidated Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings. Pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court.

Further, the resignation of Mrs. Sarita Sanjay Surve as the Independent, Non-Executive Director of the Company was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors. Therefore, there are no members on the Statutory Committees of the Board.

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		Textual Information(1)

Sr Text Block

Textual Information(1)	<p>The Company is required to fill details regarding the composition of statutory committees that are required to be constituted as per the SEBI LODR. The statutory committees as per SEBI LODR are: (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders Relationship Committee and (iv) Risk Management Committee (wherever applicable).</p> <p>Since the Company is under the Corporate Insolvency Resolution Process (the CIRP), the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional. Accordingly, the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI LODR do not apply as per Regulation 15 (2A) and (2B) of the SEBI LODR.</p> <p>During the tenure of ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the composition of the Board and the Committees is not adequate.</p> <p>It is submitted that one of the directors i.e., Mrs. Sarita Sanjay Surve, (who was the sole member on the various of Board of the Committees of the Company) has tendered resignation w.e.f June 27, 2022, which was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.</p> <p>After her resignation, the current composition of committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee came down to 'Nil'. Therefore, since there are no members and/or the Chairperson on the Board of the Committees, we have no data to fill in the composition of aforesaid committees.</p> <p>Pertaining to the above-mentioned constraints, we are unable to successfully validate the Excel utility sheet of CGR. As an alternative to resolve this issue and validate the file, we have retained the name of Mrs. Sarita Surve in the composition of committees of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, it should be noted that Mrs. Sarita Surve is not continuing as the member of the aforesaid committees w.e.f June 27, 2022.</p>
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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		Textual Information(1)

Sr Text Block

Textual Information(1)	<p>The Company is required to fill details regarding the composition of statutory committees that are required to be constituted as per the SEBI LODR. The statutory committees as per SEBI LODR are: (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders Relationship Committee and (iv) Risk Management Committee (wherever applicable).</p> <p>Since the Company is under the Corporate Insolvency Resolution Process (the CIRP), the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional. Accordingly, the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI LODR do not apply as per Regulation 15 (2A) and (2B) of the SEBI LODR.</p> <p>During the tenure of ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the composition of the Board and the Committees is not adequate.</p> <p>It is submitted that one of the directors i.e., Mrs. Sarita Sanjay Surve, (who was the sole member on the various of Board of the Committees of the Company) has tendered resignation w.e.f June 27, 2022, which was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.</p> <p>After her resignation, the current composition of committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee came down to 'Nil'. Therefore, since there are no members and/or the Chairperson on the Board of the Committees, we have no data to fill in the composition of aforesaid committees.</p> <p>Pertaining to the above-mentioned constraints, we are unable to successfully validate the Excel utility sheet of CGR. As an alternative to resolve this issue and validate the file, we have retained the name of Mrs. Sarita Surve in the composition of committees of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, it should be noted that Mrs. Sarita Surve is not continuing as the member of the aforesaid committees w.e.f June 27, 2022.</p>
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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	00092450	Venugopal Nandlal Dhoot	Executive Director	Member	22-09-2017		
2	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	22-09-2017		Textual Information(1)

Sr Text Block

Textual Information(1)	<p>The Company is required to fill details regarding the composition of statutory committees that are required to be constituted as per the SEBI LODR. The statutory committees as per SEBI LODR are: (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders Relationship Committee and (iv) Risk Management Committee (wherever applicable).</p> <p>Since the Company is under the Corporate Insolvency Resolution Process (the CIRP), the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional. Accordingly, the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI LODR do not apply as per Regulation 15 (2A) and (2B) of the SEBI LODR.</p> <p>During the tenure of ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the composition of the Board and the Committees is not adequate.</p> <p>It is submitted that one of the directors i.e., Mrs. Sarita Sanjay Surve, (who was the sole member on the various of Board of the Committees of the Company) has tendered resignation w.e.f June 27, 2022, which was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.</p> <p>After her resignation, the current composition of committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee came down to 'Nil'. Therefore, since there are no members and/or the Chairperson on the Board of the Committees, we have no data to fill in the composition of aforesaid committees.</p> <p>Pertaining to the above-mentioned constraints, we are unable to successfully validate the Excel utility sheet of CGR. As an alternative to resolve this issue and validate the file, we have retained the name of Mrs. Sarita Surve in the composition of committees of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, it should be noted that Mrs. Sarita Surve is not continuing as the member of the aforesaid committees w.e.f June 27, 2022.</p>
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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	00092450	Venugopal Nandlal Dhoot	Executive Director	Member	22-09-2017		
2	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	22-09-2017		Textual Information(1)

Sr Text Block

Textual Information(1)	<p>The Company is required to fill details regarding the composition of statutory committees that are required to be constituted as per the SEBI LODR. The statutory committees as per SEBI LODR are: (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders Relationship Committee and (iv) Risk Management Committee (wherever applicable).</p> <p>Since the Company is under the Corporate Insolvency Resolution Process (the CIRP), the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional. Accordingly, the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI LODR do not apply as per Regulation 15 (2A) and (2B) of the SEBI LODR.</p> <p>During the tenure of ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the composition of the Board and the Committees is not adequate.</p> <p>It is submitted that one of the directors i.e., Mrs. Sarita Sanjay Surve, (who was the sole member on the various of Board of the Committees of the Company) has tendered resignation w.e.f June 27, 2022, which was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.</p> <p>After her resignation, the current composition of committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee came down to 'Nil'. Therefore, since there are no members and/or the Chairperson on the Board of the Committees, we have no data to fill in the composition of aforesaid committees.</p> <p>Pertaining to the above-mentioned constraints, we are unable to successfully validate the Excel utility sheet of CGR. As an alternative to resolve this issue and validate the file, we have retained the name of Mrs. Sarita Surve in the composition of committees of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, it should be noted that Mrs. Sarita Surve is not continuing as the member of the aforesaid committees w.e.f June 27, 2022.</p>
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Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility 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	00092450	Venugopal Nandalal Dhoot	Executive Director	Member	22-09-2017		
2	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	22-09-2017		Textual Information(1)

Sr Text Block

Textual Information(1)

The Company is required to fill details regarding the composition of statutory committees that are required to be constituted as per the SEBI LODR. The statutory committees as per SEBI LODR are: (i) Audit Committee, (ii) Nomination and Remuneration Committee, (iii) Stakeholders Relationship Committee and (iv) Risk Management Committee (wherever applicable).

Since the Company is under the Corporate Insolvency Resolution Process (the CIRP), the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional. Accordingly, the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI LODR do not apply as per Regulation 15 (2A) and (2B) of the SEBI LODR.

During the tenure of ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the composition of the Board and the Committees is not adequate.

It is submitted that one of the directors i.e., Mrs. Sarita Sanjay Surve, (who was the sole member on the various of Board of the Committees of the Company) has tendered resignation w.e.f June 27, 2022, which was received by the Resolution Professional on June 27, 2022 and the same was placed before the Committee of Creditors.

After her resignation, the current composition of committees viz., Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee came down to 'Nil'. Therefore, since there are no members and/or the Chairperson on the Board of the Committees, we have no data to fill in the composition of aforesaid committees.

Pertaining to the above-mentioned constraints, we are unable to successfully validate the Excel utility sheet of CGR. As an alternative to resolve this issue and validate the file, we have retained the name of Mrs. Sarita Surve in the composition of committees of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. However, it should be noted that Mrs. Sarita Surve is not continuing as the member of the aforesaid committees w.e.f June 27, 2022.

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)

The NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the Committee of Creditors (the COC) for completion of the process relating to CIRP in accordance with the provisions of the Code (the, NCLAT Final Order). Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite fresh expressions of interest for submission of resolution plan for Consolidated Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings. Pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court.

Consequently, the Company has been brought under the purview of CIRP and accordingly, the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional, appointed under the provisions of Code and accordingly the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) do not apply as per Regulation 15 (2A) and (2B) of the SEBI (LODR). 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. No meetings of the Directors were held for the quarter ended March 31, 2023.

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

Text Block

Textual Information(1)

The NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the Committee of Creditors (the COC) for completion of the process relating to CIRP in accordance with the provisions of the Code (the, NCLAT Final Order). Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite fresh expressions of interest for submission of resolution plan for Consolidated Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings. Pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court.

Consequently, the Company has been brought under the purview of CIRP and accordingly, the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional, appointed under the provisions of Code and accordingly the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) do not apply as per Regulation 15 (2A) and (2B) of the SEBI (LODR). 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 committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws. No meetings of the Directors and Committee were held for the quarter ended March 31, 2023.

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 1000 listed entities)	NA
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	Samridhi Kumari
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

Comment w.r.t Point No. 1 to 4, and 7:

From the date of Stay Order i.e. July 19, 2021 the Company has been brought under the purview of CIRP wherein the management has been re-instated in the hands of the Resolution Professional and accordingly, the powers of the board of directors stand suspended and the same are being vested with and exercised by the Resolution Professional, appointed under the provisions of Code. Thus, 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.

In view of the order passed by the NCLAT on January 05, 2022 setting aside the Approval Order, the management of the Company retained in the hands of the Resolution Professional and the Company proceeded to invite fresh Expression of Interest from public. However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings. Pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court and currently the powers of the board of directors stand vested with and are being exercised by the Resolution Professional, appointed under the provisions of Code.

On this background, we submit that as the Company has been brought under Corporate Insolvency Resolution Process and since the status quo is maintained the Company is currently being managed by the Resolution Professional, the provisions related to composition of Board and various committees as stated in point 1. to 4. are not applicable. Further, the Company is exempted by LODR regulations from conducting meetings of board of directors and above committees. Accordingly, the comment has been marked as "YES" for Point No. 1. to 4 and 7.

Comment w.r.t. Point No. 5

The provisions pertaining to Risk Management Committee in terms of LODR is not applicable to the Company. Accordingly, the same has been marked as NA.

Comment w.r.t. Point No. 6:

At the time of appointment, the committee members were made aware of their powers, roles and responsibilities as required under SEBI (LODR), 2015. Accordingly, the comment has been marked as "YES".

Comment w.r.t Point No. 8

From the date of Stay Order i.e. July 19, 2021 the Company has been brought under the purview of CIRP and since the status quo is maintained the management has been re-instated in the hands of the Resolution Professional and accordingly, the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional, appointed under the provisions of Code.

In view of the order passed by the NCLAT on January 05, 2022 setting aside the Approval Order, the management of the Company retained in the hands of the Resolution Professional and the Company proceeded to invite fresh Expression of Interest from public. However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings. Pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court and currently the powers of the board of directors stand vested with and are being exercised by the Resolution Professional, appointed under the provisions of Code.

Accordingly, report for the quarter ended March 31, 2023 and the previous quarter ended on December

	31, 2022 has been taken on record by the Resolution Professional. However, as the option Not Applicable is not present under Comment 8 the same has been marked as "YES".	
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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		https://www.videoconindustriesltd.com/AboutUS.aspx
2	Terms and conditions of appointment of independent directors	Yes		https://videoconindustriesltd.com/Others.aspx
3	Composition of various committees of board of directors	Yes		https://videoconindustriesltd.com/Others.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.videoconindustriesltd.com/CodeConduct.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.videoconindustriesltd.com/PolicieChar.aspx
6	Criteria of making payments to non-executive directors	Yes		https://www.videoconindustriesltd.com/PolicieChar.aspx
7	Policy on dealing with related party transactions	Yes		https://www.videoconindustriesltd.com/PolicieChar.aspx
8	Policy for determining 'material' subsidiaries	Yes		https://www.videoconindustriesltd.com/PolicieChar.aspx
9	Details of familiarization programmes imparted to independent directors	No	As the Company is undergoing CIRP, the powers of the Board are suspended and being exercised by the Resolution Professional. While no formal external programme were organised for Independent directors, in accordance with the requirements of the Insolvency and Bankruptcy Code, all eligible directors of the Company are invited to attend meetings of the Committee of Creditors to keep them informed of significant events or changes related to the business of the Company.	

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		https://www.videoconindustriesltd.com/InvestorContacts.aspx
11	email address for grievance redressal and other relevant details	Yes		https://www.videoconindustriesltd.com/InvestorContacts.aspx
12	Financial results	Yes		https://www.videoconindustriesltd.com/FinancialRes.aspx
13	Shareholding pattern	Yes		https://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)	NA		
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	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://videoconindustriesltd.com/
21	Materiality Policy as per Regulation 30	Yes		https://www.videoconindustriesltd.com/PolicieChar.aspx
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://www.videoconindustriesltd.com/PolicieChar.aspx
23	It is certified that these contents on the website of the listed entity are correct	Yes		https://www.videoconindustriesltd.com
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)

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 Star Technologies Limited (Approved Plan).

In terms of the Approved Plan, a steering committee of the Company had been constituted (Steering Committee). The Steering Committee in its meeting held on June 18, 2021 had appointed the Resolution Professional, Mr. Abhijit Guhathakurta, as the interim manager of the Corporate Debtors (Interim Manager), 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).

However, pursuant to the appeals filed by the Bank of Maharashtra and IFCI Limited before the Honble National Company Law Appellate Tribunal, New Delhi (the NCLAT), the Honble NCLAT has, vide its order dated July 19, 2021 in the said Appeals (the Stay Order), inter-alia stayed the operation of the NCLT Approval Order till the next date of hearing and ordered the maintenance of status quo ante as before passing of the NCLT Approval Order. Further, as per the Stay Order, the Resolution Professional has been directed to continue to manage the 13 Videocon Group Entities as per the provisions of the Code till the next date of hearing.

Later on, the NCLAT vide its final order dated January 05, 2022 set aside the Approval Order and remitted back the matter to the Committee of Creditors (the COC) for completion of the process relating to CIRP in accordance with the provisions of the Code (the, NCLAT Final Order). Subsequently, pursuant to the NCLAT Final Order, the COC in their meeting held on January 12, 2022, decided to invite fresh expressions of interest for submission of resolution plan for Consolidated Corporate Debtors in accordance with IBC and CIRP Regulations.

However, Twin Star Technologies Limited challenged the NCLAT Final Order in Civil Appeals bearing numbers 509, 512 and 894 of 2022 before the Honble Supreme Court (SC Appeals). The SC Appeals were listed on February 14, 2022, on which date, the Honble Supreme Court made certain oral remark to the Resolution Professional and COC to not proceed further with the CIRP of the Consolidated Corporate Debtors till any orders in subsequent hearings However, as these were oral remarks and not forming part of the interim order in the SC Appeals, the Company has not made any announcement to the Stock Exchanges under the provisions of the Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR), pending further clarity in next hearing(s).Notwithstanding the same, pursuant to these oral remarks of the Honble Supreme Court, the status quo is being preserved in the current CIRP of Consolidated Corporate Debtors till further orders/directions of the Honble Supreme Court.

Consequently, the Company has been brought under the purview of CIRP and accordingly, the powers of the Board of Directors of the Company stand suspended and the same are being vested with and exercised by the Resolution Professional, appointed under the provisions of Code and accordingly the provisions of Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) do not apply as per Regulation 15(2A) and (2B) of the SEBI (LODR). 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.

Comment w.r.t. Sr. No. 19:

The Company has not yet received audited financial statements of the subsidiary companies for the financial year ended March 31, 2023 and, accordingly, the consolidated audited financial statements are yet to be audited. On this background, as the Company has not received the audited financial statements of subsidiaries, we have selected option as "NA". We shall upload the same upon receipt at the time of finalization of consolidated financial statements.

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.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	No	During the tenure of the ongoing CIRP of the Company, certain directors have vacated their office from the Company, and therefore the Company is not in compliance with regulations 16(1)(b) & 25(6).
2	Board composition	17(1), 17(1A) & 17(1B)	NA	
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)	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.
11	Risk Assessment & Management	17(9)	NA	
12	Performance Evaluation of Independent Directors	17(10)	NA	
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)	No	The Policy on Related Party Transactions as formulated prior to CIRP commencement by the erstwhile management is available. However, since the company is undergoing consolidated CIRP with 12 other Videocon group entities, the said policy and any transactions with related parties shall be subject to the provisions of the Code.
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)	No	As you have been previously informed through various Company filings, we would like to reiterate that the Company is presently unable to conclude the preparation and finalization of the standalone and consolidated financial statements for the financial year that ended on March 31, 2022 in accordance with SEBI (LODR), 2015 timelines. Furthermore, due to the absence of requisite pre-CIRP data, the Company is presently unable to provide a disclosure of related party transactions on a consolidated basis under regulation 23(9) of SEBI (LODR), Regulation, 2015.
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	No	According to the 'Policy for determining Material Subsidiary', as formulated by the erstwhile management prior to the commencement of corporate insolvency resolution process, the Company needs to determine the material unlisted Indian subsidiary on the basis of income or net-worth of subsidiary with the consolidated income or net worth of the parent in the immediately preceding financial year. As per the information available, there were only two Material Subsidiaries as on 31st March, 2019, both of which are undergoing CIRP and are under the management and control of a resolution professional. Further, as communicated earlier from time to time through various Company filings that data/information related to the Subsidiaries/Associates/Joint Ventures of previous financial years (pertaining to entities outside consolidated CIRP) and data required for preparation of consolidated financial statement was not made available to the Resolution Professional by the promoters and erstwhile management, for which applications under Section 19 of the Code have already been filed with NCLT by the Resolution Professional in absence of the financial statements of the subsidiaries, the Company was unable to prepare the consolidated financial statements and

				determine the material subsidiaries for the financial year ending on March 31, 2020 onwards. In view of this, the Company is unable to confirm on the compliance with Regulation 24(1) of the SEBI (LODR) Regulations, 2015.
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	No	As previously stated, the Company was unable to determine the material subsidiaries for the financial year ending on March 31, 2022, and therefore could not comply with Regulation 24(1) of the SEBI (LODR) Regulations, 2015. As a result, the Company was unable to comply with sub-regulations 24(2), (3), (4), (5), and (6) of SEBI (LODR) Regulations, 2015.

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)	Yes	
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)	No	As the Company is undergoing CIRP, the powers of the Board are suspended and being exercised by the Resolution Professional. While no formal external programme were organised for Independent directors, in accordance with the requirements of the Insolvency and Bankruptcy Code, all eligible directors of the Company are invited to attend meetings of the Committee of Creditors to keep them informed of significant events or changes related to the business of the Company.
36	Declaration from Independent Director	25(8) & (9)	No	The company has not received any declaration from Independent directors. Further, there is no independent director on the Board of the Company as on March 31, 2023.
37	D & O Insurance for Independent Directors	25(10)	No	Due to financial constraint, the company has not taken D & O Insurance.
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)	No	The Company has not received formal affirmation on compliance of code of conduct. However, all the employees are governed by the internal policies on ethics and Code of Conduct and there were no instances of violation of the Code of Conduct that were brought to the attention of the management of the Company during the year.
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
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	Samridhi Kumari
2	Designation	Company Secretary and Compliance Officer

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	Textual Information(1)

Text Block	
Textual Information(1)	Yes, the Company has approved a Material Subsidiary Policy. However, due to the absence of data/information related to the Subsidiaries/Associates/Joint Ventures of previous financial years, the Company was unable to determine the material subsidiaries for the financial year ending on March 31, 2022. As a result, the Company could not comply with the Corporate Governance requirements related to the material subsidiaries.

Annexure II		
1	Name of signatory	Samridhi Kumari
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Text Block

Textual Information(1)

The disclosure in terms of Annexure IV of the SEBI Circular requires the information regarding any loan advanced/guarantee/security provided with respect to the following:

1. Aggregate amount during the period of 6 months (i.e, October'2022 - March'2023); and
2. The balance outstanding at the end of 6 months period (which will include the previous year balances).

In case there is no disclosure with respect to any loan advanced/guarantee/security provided by Videocon Industries Limited during the second half of financial year 2022-23, the disclosure with respect to the balance outstanding is required to be provided. In this regard, we note that the information is not available with the Company and accordingly, the option "Not Applicable" has been selected.

Signatory Details	
Name of signatory	Samridhi Kumari
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-04-2023

