

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: VIDEOCON INDUSTRIES LIMITED
Quarter ending: 30TH JUNE, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee)&	Date of Appointment in the current term/ cessation	Tenure	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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)
Mr.	Venugopal Nandlal Dhoot	PAN- AANPD5594R DIN- 00092450	Chairperson- Executive	1 st September, 2015	-	1	2	Nil
Mr.	Subhash Shamsunder Dayama	PAN-ABIPD7932M DIN- 00217692	Independent	Appointed as Additional Director on 14 th May, 2016 Appointed as Director at Annual General Meeting held on 27 th June, 2016	Appointed: 5 Years Completed: 3 days	1	3	3
Mr.	Radheyshyam Dalchand Agarwal	PAN-AABPA5381R DIN- 00012594	Independent	14 th August, 2014	Appointed: 5 Years Completed: 1 Year & 321 days	6	4	3

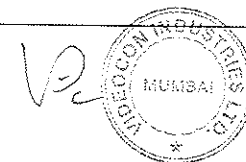


Mr.	Subroto Gupta	PAN:ACXPG0947R DIN: 02356707	Nominee	14 th November, 2014	-	1	1	Nil
Mr.	Bhopinder Jagdish Mittar Chopra	PAN: AAYPC3396D DIN: 00329550	Independent	30 th January, 2016	Appointed: 3 Years & 271 days Completed: 152 days	1	Nil	Nil
Mrs.	Ramabai Venugopal Dhoot*	PAN-AASPD0318C DIN- 02377583	Non Executive	28 th February, 2015 Cessation: 29 th February, 2016	-	Not Applicable		
Mr.	Sudhir Chintamani Nilkanth Jatar	PAN-ABDPJ4408R DIN- 00393605	Independent	14 th August, 2014 Cessation: 14 th May, 2016	Appointed: 5 Years Completed: 1Year & 274 days	1	3	1

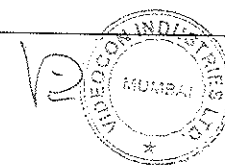
*Pursuant to the provisions of Section 167(1)(b) of Companies Act, 2013 Mrs. Ramabai Dhoot cease to be the Director of the Company. The Board took the note of the same at their Board Meeting held on 14th May, 2016.



II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	Mr. Radheyshyam Dalchand Agarwal	Chairperson - Independent
	Mr. Subhash Shamsunder Dayama	Member - Independent (w.e.f 14 th May, 2016)
	Mr. Bhopinder Jagdish Mittar Chopra	Member - Independent (w.e.f 29 th February, 2016)
2. Nomination & Remuneration Committee	Mr. Subhash Shamsunder Dayama	Chairperson - Independent (w.e.f 14 th May, 2016)
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mr. Bhopinder Jagdish Mittar Chopra	Member - Independent (w.e.f 29 th February, 2016)
3. Risk Management Committee	Mr. Radheyshyam Dalchand Agarwal	Chairperson - Independent
	Mr. Subhash Shamsunder Dayama	Member - Independent (w.e.f 14 th May, 2016)
	Mr. Bhopinder Jagdish Mittar Chopra	Member - Independent (w.e.f 29 th February, 2016)





4. Stakeholders Relationship Committee	Mr. Subhash Shamsunder Dayama	Chairperson – Independent (w.e.f 14 th May, 2016)	
	Mr. Radheyshyam Dalchand Agarwal	Member – Independent	
	Mr. Bhopinder Jagdish Mittar Chopra	Member – Independent (w.e.f 29 th February, 2016)	
Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee, Re-Organisation 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 (Listing obligations and disclosure requirements) Regulations, 2015.			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting(if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
29.02.2016	14.05.2016	74 days	
IV. Meeting of Committees			
Date(s) of Meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee (14.05.2016)	Yes Two out of three members were present for the Meeting	Audit Committee (29.02.2016)	74 days
Nomination & Remuneration Committee – (No Meeting)	Yes	Nomination & Remuneration Committee (29.02.2016)	-
Risk Management Committee (14.05.2016)	Yes	Risk Management Committee (No Meeting)	-
Stakeholder's Relationship Committee (14.05.2016)	Yes	Stakeholder's Relationship Committee (29.02.2016)	74 days
V. Related Party Transactions			
Subject		Compliance Status(Yes/No/NA)	
Whether prior approval of audit committee obtained		Yes	



Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to Omnibus approval have been reviewed by Audit Committee	N.A.
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. 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. 5. The report submitted in the previous quarter has been placed before Board of Directors at their meeting held on 14th May, 2016. There are no comments/observations/advice of the Board. The report for the quarter ended 30th June, 2016, shall be placed before the Board at the ensuing Board meeting. 	
FOR VIDEOCON INDUSTRIES LIMITED  VENUGOPAL N. DHOOT CHAIRMAN AND MANAGING DIRECTOR DIN: 00092450 	

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: **VIDEOCON INDUSTRIES LIMITED**
Six Months Ended: **30TH JUNE, 2016**

I. AFFIRMATIONS		
Broad Heading	Regulation Number	Compliance Status (Yes/ No)
Copy of the Annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here.		
<div style="display: flex; justify-content: space-between; align-items: flex-start;"><div>FOR VIDEOCON INDUSTRIES LIMITED  VENUGOPAL N. DHOOT CHAIRMAN AND MANAGING DIRECTOR DIN: 00092450</div><div></div></div>		