

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: **VIDEOCON INDUSTRIES LIMITED**

Quarter ending: **31ST MARCH, 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	1	Nil
Mrs.	Ramabai Venugopal Dhoot	PAN-AASPD0318C DIN- 02377583	Non Executive	Appointed as Additional Director on 28 th February, 2015 Appointed as Director at Annual General Meeting held on 27 th June, 2015	-	1	1	Nil
Mr.	Sudhir Chintamani Nilkanth Jatar	PAN-ABDPJ4408R DIN- 00393605	Independent	14 th August, 2014	Appointed: 5 Years Completed:	1	3	1

					1Year & 230 days			
Mr.	Radheyshyam Dalchand Agarwal	PAN-AABPA5381R DIN- 00012594	Independent	14 th August, 2014	Appointed: 5 Years Completed: 1Year & 230 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 and 271 days Completed: 61 days	1	W.e.f 30 th January, 2016 3	W.e.f 30 th January, 2016 Nil

#Mr. Bhopinder Jagdish Mittar Chopra, was appointed as an Independent Director to fill the casual vacancy caused by the sad demise of Mr. Anil Joshi, to hold office upto the date upto which Mr. Anil Joshi would have held office if he had not passed away.

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. Sudhir Chintamani Nilkanth Jatar	Member - Independent
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015 upto 29 th February, 2016)
	Mr. Bhopinder Jagdish Mittar Chopra	Member – Independent (w.e.f 29 th February, 2016)
2. Nomination & Remuneration Committee	Mr. Sudhir Chintamani Nilkanth Jatar	Chairperson-Independent
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015 upto 29 th February, 2016)
	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. Sudhir Chintamani Nilkanth Jatar	Member - Independent
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015 upto 29 th February, 2016)
	Mr. Bhopinder Jagdish Mittar Chopra	Member – Independent (w.e.f 29 th February, 2016)

4. Stakeholders Relationship Committee	Mr. Sudhir Chintamani Nilkanth Jatar	Chairperson-Independent
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mrs. Ramabai Venugopal Dhoot	Member - Non Executive (w.e.f 17 th November, 2015 upto 29 th February, 2016)
	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, Rights Issue 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)
14.11.2015	30.01.2016 adjourned on 01.02.2016 29.02.2016	76 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 (29.02.2016)	Yes Two out of three members were present for the	Audit Committee (14.11.2015)	106 days

	Meeting		
Nomination & Remuneration Committee – (29.02.2016)	Yes Two out of three members were present for the Meeting	Nomination & Remuneration Committee (No Meeting)	-
Risk Management Committee (No Meeting)	N.A.	Risk Management Committee (No Meeting)	-
Stakeholder's Relationship Committee (29.02.2016)	Yes	Stakeholder's Relationship Committee (16.11.2015, 09.12.2015 & 30.12.2015)	60 days

V. Related Party Transactions

<i>Subject</i>	<i>Compliance Status(Yes/No/NA)</i>
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

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
 - 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 29th February, 2016. There are no comments/observations/advice of the Board. The report for the quarter ended 31st March, 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**

