

# COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: VIDEOCON INDUSTRIES LIMITED

Quarter ending: 30<sup>TH</sup> JUNE, 2017

| I. Composition of Board of Directors |                                       |                                  |   |   |   |   |  |  |
|--------------------------------------|---------------------------------------|----------------------------------|---|---|---|---|--|--|
| Title<br>(Mr.<br>/<br>Ms)            | Name of the<br>Director               | PAN & DIN                        | Category<br>(Chairperson/<br>Executive/ Non-<br>Executive/<br>Independent/<br>Nominee)* | Date of<br>Appointment in<br>the current<br>term/ cessation | Tenure  | No. of<br>Directorship in<br>listed entities<br>including this<br>listed entity<br>(Refer<br>Regulation 25(1)<br>of Listing<br>Regulations) | No. of<br>memberships<br>in Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation<br>26(1) of Listing<br>Regulations) | No. of post of<br>Chairperson in<br>Audit/ Stakeholder<br>Committee held in<br>listed entities<br>including this listed<br>entity<br>(Refer Regulation<br>26(1) of Listing<br>Regulations) |
| Mr.                                  | Venugopal<br>Nandlal<br>Dhoot         | PAN- AANPD5594R<br>DIN- 00092450 | Chairperson-<br>Executive   | 1 <sup>st</sup> September,<br>2015                          | -   | 1   | 2  | -  |
| Mr.                                  | Subhash<br>Shamsunder<br>Dayama       | PAN-ABIPD7932M<br>DIN- 00217692  | Independent   | 27 <sup>th</sup> June,<br>2016                              | Appointed:<br>5 Years<br>Completed:<br>1 Year & 3<br>days                 | 1   | 3  | 1  |
| Mr.                                  | Radheyshyam<br>Dalchand<br>Agarwal    | PAN-AABPA5381R<br>DIN- 00012594  | Independent   | 14 <sup>th</sup> August,<br>2014                            | Appointed:<br>5 Years<br>Completed:<br>2 Year &<br>320 days               | 6   | 4  | 3  |
| Mr.                                  | Bhopinder<br>Jagdish Mittar<br>Chopra | PAN: AAYPC3396D<br>DIN: 00329550 | Independent   | 30 <sup>th</sup> January,<br>2016                           | Appointed:<br>3 Years &<br>271 days<br>Completed:<br>1 year & 152<br>days | 1   | 2  | Nil  |



|      |                     |                                  |                                      |                                 |                        |   |   |   |
|------|---------------------|----------------------------------|--------------------------------------|---------------------------------|------------------------|---|---|---|
| Mrs. | Sarita Sanjay Surve | PAN: CLOPS5818M<br>DIN: 07728829 | Additional Director<br>(Independent) | 11 <sup>th</sup> February, 2017 | Completed:<br>139 days | 1 | - | - |
| Mr.  | Pradip Kumar Das    | PAN:ADVPD5031A<br>DIN: 06593113  | Nominee Director                     | 11 <sup>th</sup> February, 2017 | Completed:<br>139 days | 1 | - | - |
|      |                     |                                  |                                      |                                 |                        |   |   |   |

## 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   |
|  | Mr. Bhopinder Jagdish Mittar Chopra | Member – Independent   |
| 2. Nomination & Remuneration Committee | Mr. Subhash Shamsunder Dayama       | Chairperson – Independent  |
|  | Mr. Radheyshyam Dalchand Agarwal    | Member – Independent   |
|  | Mr. Bhopinder Jagdish Mittar Chopra | Member – Independent   |
| 3. Risk Management Committee           | Mr. Radheyshyam Dalchand Agarwal    | Chairperson – Independent  |
|  | Mr. Subhash Shamsunder Dayama       | Member - Independent   |
|  | Mr. Bhopinder Jagdish Mittar Chopra | Member – Independent   |
| 4. Stakeholders Relationship Committee | Mr. Subhash Shamsunder Dayama       | Chairperson – Independent  |
|  | Mr. Radheyshyam Dalchand Agarwal    | Member – Independent   |
|  | Mr. Bhopinder Jagdish Mittar Chopra | Member – Independent   |

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 Securities and Exchange Board of India (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)        |
| 11.02.2017   | 26.05.2017   |   | 103 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<br>(26.05.2017)  | Yes  | Audit Committee<br>(11.02.2017)   | 103 days   |
| Nomination & Remuneration Committee<br>(26.05.2017)  | Yes  | Nomination & Remuneration Committee<br>(11.02.2017)                             | Not Applicable   |
| Risk Management Committee<br>(26.05.2017)  | Yes  | Risk Management Committee<br>(No meeting)                                       | Not Applicable   |
| Stakeholder's Relationship Committee<br>(12.05.2017, 24.05.2017 and 27.06.2017)                        | Yes  | Stakeholder's Relationship Committee<br>(21.01.2017, 08.02.2017 and 21.03.2017) | Not Applicable   |
| 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**

1. The composition of Board of Directors is in terms of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015 - **Yes**
  - 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 Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. The report submitted in the previous quarter has been placed before Board of Directors at their meeting held on 26<sup>th</sup> May, 2017. There are no comments/observations/advice of the Board. The report for the quarter ended 30<sup>th</sup> June, 2017, shall be placed before the Board at the ensuing Board meeting. - **Yes**

**FOR VIDEOCON INDUSTRIES LIMITED**



**VENUGOPAL N. DHOOT**  
**CHAIRMAN & MANAGING DIRECTOR**  
**DIN: 00092450**