

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Entity: **VIDEOCON INDUSTRIES LIMITED**
 Quarter ending: **31ST DECEMBER, 2017**

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	3	-
Mr.	Subhash Shamsunder Dayama	PAN-ABIPD7932M DIN- 00217692	Independent	27 th June, 2016	Appointed: 5 Years Completed: 1 Year & 187 days	1	3	1
Mr.	Radheyshyam Dalchand Agarwal	PAN-AABPA5381R DIN- 00012594	Independent	14 th August, 2014	Appointed: 5 Years Completed: 3 Years & 139 days	6	4	3
Mrs.	Sarita Sanjay Surve	PAN: CLOPS5818M DIN: 07728829	Independent	22 nd December, 2017	Appointed: 5 Years Completed: 9 days	1	1	-



Mr.	Sanjiv Kumar Sachdev	PAN: AEBPS3705D DIN: 02428623]	Nominee Director	22 nd September, 2017	Completed: 100 days	2	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
	Mrs. Sarita Sanjay Surve	Member - Independent
2. Nomination & Remuneration Committee	Mr. Subhash Shamsunder Dayama	Chairperson - Independent
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mrs. Sarita Sanjay Surve	Member - Independent
3. Risk Management Committee	Mr. Radheyshyam Dalchand Agarwal	Chairperson - Independent
	Mr. Subhash Shamsunder Dayama	Member - Independent
	Mr. Venugopal Nandlal Dhoot	Member - Executive
4. Stakeholders Relationship Committee	Mr. Subhash Shamsunder Dayama	Chairperson - Independent
	Mr. Radheyshyam Dalchand Agarwal	Member - Independent
	Mr. Venugopal Nandlal Dhoot	Member - Executive

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)
22.09.2017	20.11.2017 & 24.11.2017		58 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 (20.11.2017 & 24.11.2017)	Yes	Audit Committee (22.09.2017)	58 days
Nomination & Remuneration Committee (20.11.2017)	Yes	Nomination & Remuneration Committee (22.09.2017)	Not Applicable
Risk Management Committee ---	N.A	Risk Management Committee (22.09.2017)	Not Applicable
Stakeholder's Relationship Committee (20.11.2017)	Yes	Stakeholder's Relationship Committee (22.09.2017)	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.		

12



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 20th November, 2017. There are no comments/observations/advice of the Board. The report for the quarter ended 31st December, 2017, shall be placed before the Board at the ensuing Board meeting. - **Yes**

FOR VIDEOCON INDUSTRIES LIMITED


VENUGOPAL N. DHOOT
MANAGING DIRECTOR & CEO
DIN: 00092450



