

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	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Half Yearly
Date of Report	30-09-2020
Risk management committee	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				
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 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 Chairperson in Audit/ Stakeholder Committee held by this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mr	Venugopal Nandalal Dhoot	AANPD5594R	00092450	Executive Director	Not Applicable	CEO	30-09-1951	NA		01-06-2005	11-11-2016		60	1	0	1	0
2	Mr	Subhash Shyamsunder Dayama	ABIPD7932M	00217692	Non-Executive - Independent Director	Not Applicable	Shareholder Director	05-05-1961	NA		14-05-2016	27-06-2016		60	1	1	0	2
3	Mrs	Sarita Sanjay Surve	CLOPS5818M	07728829	Non-Executive - Independent Director	Not Applicable	Shareholder Director	26-09-1978	NA		11-02-2017	22-12-2017		60	1	1	4	0

Text Block

Textual Information(1)

The Honble National Company Law Tribunal, Mumbai Bench, (NCLT), had vide its order dated June 06, 2018 admitted the application for the initiation of the corporate insolvency resolution process (CIRP) of Corporate Debtor (Admission Order) in terms of the Insolvency and Bankruptcy Code, 2016 read with the rules and regulations framed thereunder, as amended from time to time (Code). Subsequently, the Honble NCLT vide its order dated August 08, 2019 (Consolidation Order) has ordered the consolidation of the CIRP of the 13 Videocon Group entities, including the Corporate Debtor, (Videocon Group Entities). Further, the NCLT vide an order dated September 25, 2019 has appointed Mr. Abhijit Guhathakurta as the resolution professional (Resolution Professional) for the consolidated CIRP of the Videocon Group Entities including the Corporate Debtor (Appointment Order). The Appointment Order was published on September 27, 2019, on which date the Resolution Professional has taken over the management and affairs of the Videocon Group Entities. Pursuant to the publication of the Appointment Order and in accordance with the provisions of the Code, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are being exercised by the Resolution Professional.

As per the provisions of IBC and provisions of Regulation 15 (2A) and (2B) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI (LODR)) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20, 21, shall not be applicable during the corporate insolvency resolution process. The provisions as specified in said regulations of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional. 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 Company.

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 and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

The tenure of Mr. V N Dhoot as Chairman and Managing Director of the Company has ended on August 31, 2020; however he continues to serve as the " Chief- Executive Officer" of the Company in terms of his appointment dated November 11, 2016.

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory	Textual Information(1)
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Annexure 1 Text Block

Textual Information(1)

As per the provisions of IBC and provisions of Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20, 21, shall not be applicable during the corporate insolvency resolution process. The provisions as specified in the said regulations of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the interim resolution professional or resolution professional. While the powers of the board of directors and the committees 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.

Apart from the above committees, the Company has constituted Corporate Social Responsibility Committee, Re-Organization 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 (LODR).

Further, the members of the Audit Committee at their meeting held on 26th November, 2019 elected Mr. Subhash Shamsunder Dayama as the Chairperson of the said Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217692	Subhash Shyamsunder Dayama	Non-Executive - Independent Director	Chairperson	14-05-2016		
2	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	22-09-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217692	Subhash Shyamsunder Dayama	Non-Executive - Independent Director	Chairperson	14-05-2016		
2	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	22-09-2017		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217692	Subhash Shyamsunder Dayama	Non-Executive - Independent Director	Chairperson	14-05-2016		
2	00092450	Venugopal Nandlal Dhoot	Executive Director	Member	22-09-2017		
3	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	05-06-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217692	Subhash Shyamsunder Dayama	Non-Executive - Independent Director	Chairperson	14-05-2016		
2	00092450	Venugopal Nandlal Dhoot	Executive Director	Member	22-09-2017		
3	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	05-06-2018		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
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	Chairperson	22-09-2017		
2	00217692	Subhash Shyamsunder Dayama	Non-Executive - Independent Director	Member	14-05-2016		
3	07728829	Sarita Sanjay Surve	Non-Executive - Independent Director	Member	05-06-2018		

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)

As per Section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional, appointed under the provisions of IBC by the NCLT vide the Order of Replacement. As per Regulation 15 (2A) and (2B) of the SEBI (LODR), as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by the resolution professional. 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.

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory	Textual Information(1)
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Text Block

Textual Information(1)

As per Section 17 of the IBC, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are exercised by the Resolution Professional appointed under the provisions of IBC. As per Regulation 15 (2A) and (2B) of the SEBI (LODR) as amended from time to time, the provisions specified in Regulations 17, 18, 19, 20 and 21 of the SEBI (LODR) shall not be applicable during the corporate insolvency resolution process period and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by resolution professional. 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 and/ or committees may be conducted as and when required by the Resolution Professional and in accordance with the applicable laws.

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is <input checked="" type="checkbox"/> No <input checked="" type="checkbox"/> 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 500 listed entities)	Yes
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	Venugopal N. Dhoot
2	Designation	CEO

Text Block

Textual Information(1)

Comment w.r.t 2, 3 and 7:

The Company is under CIRP under the Code and therefore, the powers of the board of directors stand suspended and the roles and responsibilities of the board of directors and the committees, specified in the respective regulations, shall be fulfilled by resolution professional in accordance with Section 17 and 23. Moreover, 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.

"On this background, we submit that the Company being under corporate insolvency resolution process is exempted by aforementioned LODR regulations to maintain the valid composition of committees and consequently to conduct meetings of the board of directors and above committees. Further, the Company is fully compliant with the provisions of SEBI (LODR),2015 and accordingly, the comment has been marked as "YES".

Comment w.r.t Point No. 8

The Company is under CIRP under the Code and therefore, the powers of the board of directors stand suspended, and in the virtue of delegated roles and responsibilities, the report for the quarter ended September 30, 2020, has been taken on record by the Resolution Professional and the comment has been marked as "YES".

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No details of non-compliance may be given here.
1	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)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	
5	Whether Corporate Governance Report disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided			Textual Information(1)	

Text Block

Textual Information(1)

With respect to point No. 1 to 5, the option of "NA" has been opted by the Company as the Ministry of Corporate Affairs and Securities and Exchange Board of India has relaxed the timeline to convene Annual General Meetings and accordingly the timelines for preparation and approval of the annual report for Financial Year ended 31st March 2020 also stands extended defacto. As and when the same is prepared and circulated to all the stakeholders, the Company will display annual report on its website and comply with all requisite disclosure requirement of SEBI (LODR), 2015.

Further, the Company is compliant with all disclosure requirement for convening the Annual General Meeting of the Financial Year 31st March 2019. The Chairperson of Audit as well as Nomination and Remuneration Committee was present in the previous AGM and shall endeavour to remain present in the next AGM.

The CGR for 31st March 2019 forms part of Annual Report for 31st March 2019. Similarly, the CGR for 31st March 2020 shall form part of Annual Report for 31st March, 2020.

Annexure III

1	Name of signatory	Venugopal N. Dhoot
2	Designation	CEO

Signatory Details

Name of signatory	Venugopal N. Dhoot
Designation of person	CEO
Place	Mumbai
Date	15-10-2020

