



October 26, 2020.

To,

Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001. Scrip Code: 511389	Listing Department The National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra East, Mumbai – 400051. NSE Symbol: VIDEOIND
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Sub: Disclosure - Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir(s),

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Secretarial Compliance Report duly issued by Mrs. Gayathri R Girish, Practicing Company Secretary (CP:9255) and Secretarial Auditor of the Company, for the financial year ended March 31, 2019.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For **VIDEOCON INDUSTRIES LIMITED**

(A Company under Corporate Insolvency Resolution Process by NCLT order dated June 06, 2018 and order dated August 08, 2019 read with Order dated September 25, 2019)

SAMRIDHI KUMARI

SAMRIDHI KUMARI
COMPANY SECRETARY

ACS NO.: 54714

CC: The Stock Exchange of Singapore
 2, Shenton Way, #19-00,
 SGX Centre, Singapore

VIDEOCON INDUSTRIES LIMITED

Correspondence Address	Registered Office	New	Delhi	Office	Project Office (Oil & Gas)
171 Mittal Court, 'C' wing, 17 th Floor, Nariman Point, Mumbai – 400012, India T (+91-22) 6611 3500	14KM Stone, Aurangabad-Paithan Road, Village Chittegaon, Taluka Paithan, District Aurangabad – 431 105 India T (+91 - 2431) 251501 – 2 F (+91 - 2431) 251501 www.videoconworld.com	Videocon Tower, 12 th Floor, Rani Jansi Marg, E-1 Jhandewala Ion Extn, New Delhi – 110055 India T (+91-11) 4159 3100 F (+91-11) 41593150/ 23616593		42, Thirumal Pillai Road, 1 st Floor, T. Nagar, Chennai – 600 017 India T (+91-44) 2834 3180 F (+91-44) 2834 0950	
		CIN:L99999MH1986PLC106324			

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Company Secretary

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Annual Secretarial Compliance Report of VIDEOCON INDUSTRIES LIMITED ("the Company") for the year ended 31.03.2019 pursuant to Reg 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Hon'ble 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 Hon'ble 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.

I, Gayathri R Girish, have examined:

- 1) all the documents and records made available to us and explanation provided by Videocon Industries Limited, CIN L99999MH1986PLC103624 (hereinafter referred as "the listed entity"),
- 2) the filings/ submissions made by the listed entity to the stock exchanges,
- 3) website of the listed entity,
- 4) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 (hereinafter referred as the "Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations whose provisions and the circulars/guidelines issued thereunder for the Review Period have been examined and include:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued thereunder; and



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- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA") Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- c) Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(not applicable to the Company during the review period)**;
- e) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- f) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(not applicable to the Company during the review period)**;
- g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during the review period)**;
- h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during the review period)**;
- i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Audit period)**
- j) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- k) Securities and Exchange Board of India (Depository Participants) Regulations, 1996 and 2018;
- l) Any other regulations, circulars, guidelines, etc. issued by SEBI applicable to the Company.

It may be noted that as per the provisions of IBC Code and provisions of Regulation 15 (2A) and (2B) of Securities and Exchange Board of India (Listing Obligations and Disclosure



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Requirements) Regulations 2015 (SEBI (LODR)) as amended from time to time, the provisions specified in regulation 17, 18, 19, 20, 21 shall not be applicable during the CIRP. The conditions as specified in said regulations of the SEBI (LODR) shall not be useful during the CIRP 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, as the case may be.

Based on the above and the examination carried out by me, I hereby report that for this report all stock exchange filings/submissions/publications made during the period commencing April 01, 2018 up to March 31, 2019, have been taken into consideration and that during the said Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations, circulars and guidelines issued thereunder except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1	Regulation 13 (3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Submission of statement of Investor Complaints within 21 days of each quarter ended of the financial year.	There is a delay in the filing of Statement of Investor Complaints for quarter ended March 2018, June 2018 and September, 2018.	The Company has delayed in the filing of Statement of Investor Complaints in terms of the said SEBI regulation. However, the same was filed at a later date.
2	Regulation 14 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Payment of Listing Fees to the recognized stock exchanges in the manner specified by the Exchange(s).	The Company has not paid the Listing fee to the recognized stock exchanges for the FY 18-19 where the shares of the Company are listed.	The Company has violated the provisions of Regulation 14 of SEBI LODR Regulation, 2015.
3	Regulation 27 (2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Filing of report on Corporate Governance for quarter ended March	There is a delay in the filing of report on Corporate Governance for quarter ended March	The Company has delayed in the filing of the report on Corporate Governance in terms of the said SEBI



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	Requirements) Regulations, 2015 with regards to Submission of quarterly compliance report on Corporate Governance	2018, June 2018 and September, 2018.	regulation. However, the same was filed at a later date.
4	Regulation 7(3) and 40(9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to half-yearly compliances for the March, 2018 and September, 2018 to be submitted to Stock Exchanges.	The Company has failed to submit 1) The Compliance Certificate under Regulation 7(3) of SEBI LODR Regulation, 2015. 2) The Certificate under Regulation 40(9) to be procured from the PCS that all share certificates have been issued within 30 days of lodgement of transfer, sub-division, consolidation, renewal, or exchange.	The Company has violated the provisions of Regulation 7(3) and 40(9) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	Regulation 29 (2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Prior intimation to stock exchanges about the Board Meetings.	The Company has failed in giving prior intimation to the stock exchange for Board Meeting held on May 23 2018.	The Company has violated the requirement of giving two days prior intimation to the Stock Exchange in respect of Board Meeting held on May 23, 2018 in terms of Regulation 29(2) of SEBI LODR.
6	Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards Listed entities to disclose all events or information which are material, as soon as reasonably possible and not later than twenty-four hours from the occurrence of event or information	In terms of the said regulations, event-based disclosures with regards to: 1) Commencement of Corporate Insolvency Resolution Process; 2) Intimation of change in Resolution Professional during the year under review;	Clarification for Commencement of Corporate Insolvency Resolution Process was given on 07/06/2018. Also, the Company has delayed in giving intimation with respect to appointment of Interim Resolution Professional. However, the same has been complied on June 11, 2018.



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		3) Outcome of board meeting where financial results are considered.	The Company has delayed compliance with respect to intimation of the outcome of Board meeting where financial results are considered for the quarter ended March 31, 2018 and September 30, 2018.
7	Regulation 31 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Submission of Shareholding Pattern separately for each class of securities within 21 days of each quarter ended of the financial year	There is a delay in submission of the Shareholding Pattern for the quarter ended March 31, 2018, June 30, 2018, and September 30, 2019 with both BSE and NSE.	<p>The Company has substantially delayed in compliance with respect to Submission of Shareholding Pattern for the quarter ended March 31, 2018, June 30, 2018, and September 30, 2019.</p> <p>The Company has exercised due care and ensured timely compliance for the subsequent quarter(s).</p>
8	Regulation 33 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to submission of Quarterly and year to date standalone financial results and, consolidated financial results within 45 days from the end of each quarter	The Company has delayed submitting Unaudited Financial Results for the quarter ended March, 2018 and September, 2018 and the year to date financial results for March ended 2018.	<p>With Reference to Regulation 33 of SEBI LODR the company has delayed the submission of Unaudited Financial Results for the quarter ended March, 2018 and September, 2018 and the year to date financial results for March ended 2018.</p> <p>The same has been complied by the Company at a later date.</p>
9	Regulation 33(3)(d) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Submission of Audited financial results along with the Audit Report within 60 days from the end of Financial year	The Company has delayed in publication of audited standalone financial results for the financial year ended on March 31, 2018; and publication of audited consolidated financial results for the financial year ended on March 31, 2018, together with	The Company has delayed the compliance w.r.t. Regulation 33(3)(d) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Submission of Audited Financial Results for the financial year ended on



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		relevant reports, in terms of the provision of Regulation 33(3) of the SEBI LODR.	March 31, 2018. However, the same was submitted/complied by the Company at a later date.
10	Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to submission of Voting Results and Scrutinizer Report within 48 hours of the conclusion of the Annual General Meeting.	There was a delay of 1 day in the submission of Voting Results with the Stock Exchanges.	The minor delay in compliance was on account of technical difficulties.
11	Regulation 47 (1)(a) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards publishing the notice of board meeting where the financial results shall be discussed.	The Company has not made the publication of notice of Board meeting during the year for consideration of audited standalone and consolidated financial results for the year ended March 31, 2018.	The Company has violated the provisions of Regulation 47(1)(a) of SEBI (LODR).
12	Regulation 47 (3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with regards to Publication of Financial Results of the Company in the newspaper within 48 hours of the conclusion of Board Meeting.	The Company has not made any publication of quarterly financial results in the newspaper during the year 2018 - 19.	The Company has violated the provisions of Regulations 47(3) of SEBI (LODR) Regulation, 2015.
13	Regulation 76 of Securities Exchange Board of India (Depositories And	There was a delay in filing of Reconciliation of Share Capital Audit	There was substantial delay in compliance with regards to reconciliation of share



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Participants Regulations) 2018 with regards to reconciliation of share capital audit certification from Practicing Company Secretary within 30 days from each quarter-end of financial year	Report for quarter ended March 2018 and June 2018, with both the stock exchanges. Also, the Company has not filed the same for quarter ended September 30, 2018.	capital audit certification for said quarters with both the Stock Exchanges. Also, the Company has violated Regulation 76 of Securities Exchange Board of India (Depositories And Participants Regulations) 2018 for quarter ended September 30 2018. The Company has exercised due care and ensured timely compliance for the subsequent quarter(s).
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of the actions that have been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid acts/ regulations and circulars/guidelines issued thereunder:

Sr. No.	Authority taking action	Details of violation	Details of the action taken, E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any.
1.	NSE	The Company has delayed in the publication of un-audited financial results for the quarter ended on March 31, 2018 and September 30, 2018 and the publication of audited standalone financial results for the financial year ended on March 31, 2018; and publication of audited consolidated financial results for the financial year ended	The Stock Exchanges has served the letter to the company imposing penalty/ fine for non-compliance under Regulation 33 of SEBI LODR.	The Company was referred to CIRP during the period of review, as detailed at the outset of this report and therefore compliance as per timeline under this regulation for the subsequent quarter(s) could not



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		on March 31, 2018, together with relevant reports, in terms of the provision of Regulation 33(3) of the SEBI LODR.		be adhered to.
2.	BSE/NSE	<p>The Company has not submitted/failed in:</p> <p>1) payment of Listing Fees for financial year 2018-19 in terms of Regulation 14 of the SEBI LODR.</p>	<p>Show cause notice, from BSE, dated 19th February 2019, for non-payment of Annual Listing fees under regulation 14 of SEBI LODR was received by the company.</p>	<p>The Company is under the Insolvency Resolution Process under the provisions of IBC Code, 2016.</p> <p>In terms of the Code, the outstanding dues pertaining to the pre-CIRP period are to be filed as claims and will be treated as per the provisions of IBC.</p> <p>The Company has vide its letter dated April 09, 2019 communicated to BSE Limited to file the claim of listing fees incurred for the FY 18-19.</p> <p>Thus, the Stock Exchange requires to lodge the claim of the listing fees and the cost incurred.</p>
3.	BSE/NSE	<p>The Company has delayed in:</p> <p>1) Submission of Shareholding Patterns for the quarters ended March 2018, June 2018 in terms of Regulation 31 of SEBI LODR.</p> <p>2) Submission in giving intimation of Reconciliation</p>	<p>Fine/Penalties were imposed for delay in submission of compliances w.r.t., Regulation 31, and Regulation 27(2) of SEBI LODR.</p>	<p>The delay in compliance was on account of technical difficulties.</p> <p>The Company has exercised due care and ensured timely compliance for the subsequent quarter(s).</p>



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		of Share Capital Audit for quarter ended March 2018 and June 2018 under Regulation 76 of Depository Participant Regulations, 2018.		
		3) Submission of Corporate Governance report for the quarter ended on September 30, 2018 in terms of Regulation 27(2) of SEBI LODR on NSE portal		

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended March 31, 2018.	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NIL				

Place: Pune
Date: 26.10.2020

Gayathri R Girish
Practicing Company Secretary
ACS No: 18630
CP No: 9255
UDIN: A018630B001057305

