



VIDEOCON

VIDEOCON INDUSTRIES LIMITED
ANNUAL REPORT 2015

BOARD OF DIRECTORS

Venugopal N. Dhoot	Chairman & Managing Director
Radheyshyam Agarwal	Independent Director
Bhopinder Jagdish Mittar Chopra	Independent Director
Subhash Dayama	Independent Director
Maj. Gen S.C.N. Jatar	Independent Director
Subroto Gupta	Nominee-IDBI Bank Limited

REGISTERED OFFICE

14 K.M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
Dist.: Aurangabad – 431 105 (Maharashtra)

MANUFACTURING FACILITIES

14 K.M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
Dist.: Aurangabad - 431 105 (Maharashtra)

Village: Chavaj, Via Society Area,
Taluka & Dist.: Bharuch - 392 002 (Gujarat)

Vigyan Nagar, Industrial Area, Opp. RIICO Office,
Shahjahanpur, Dist.: Alwar - 301 706 (Rajasthan)

AUDITORS

KHANDELWAL JAIN & CO.

Chartered Accountants
12-B, Baldota Bhavan, 117, Maharshi Karve Road,
Opp. Churchgate Railway Station,
Mumbai – 400 020

KADAM & CO.

Chartered Accountants
“Vedant”, 8/9, Viraj Estate, Opp. Tarakpur Bus Stand,
Ahmednagar- 414 003

BANKERS

Allahabad Bank	Punjab National Bank
Andhra Bank	State Bank of Bikaner & Jaipur
Bank of Baroda	State Bank Hyderabad
Bank of India	State Bank of India
Bank of Maharashtra	State Bank of Mysore
Canara Bank	State Bank of Patiala
Central Bank of India	State Bank of Travancore
Corporation Bank	Syndicate Bank
Dena Bank	The Federal Bank Limited
ICICI Bank Limited	UCO Bank
IDBI Bank Limited	Union Bank of India
Indian Bank	United Bank of India
Indian Overseas Bank	Vijaya Bank
Oriental Bank of Commerce	IDFC Limited
Yes Bank Limited	IDFC Bank Limited

COMPANY SECRETARY

Vinod Kumar Bohra

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NOTICE

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting of the Members of **VIDEOCON INDUSTRIES LIMITED** (the "Company") will be held on Monday, 27th June, 2016 at the Registered Office of the Company at 14 K. M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist.: Aurangabad - 431 105 (Maharashtra) at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated Audited Statement of Profit and Loss for the year ended 31st December, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Venugopal N. Dhoot (DIN: 00092450), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors, and fix their remuneration and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No.105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e. the 26th Annual General Meeting until the conclusion of the 28th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS

4. To consider and ratify the remuneration to be paid to Mr. Jayant B. Galande, (Membership No. 5255), Cost Auditor of the Company, and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and such other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any amendment thereto or re-enactment thereof for the time being in force) Mr. Jayant B. Galande (Membership No. 5255), Cost Accountant in Whole-Time Practice, Aurangabad, who was appointed as the Cost Auditor of the Company by the Board of Directors, for conducting the audit of the cost accounting records of the Company for the financial period commencing on 1st January, 2016 at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) excluding service tax, travelling and other out-of-pocket expenses incurred by him in connection with the aforesaid audit be and is hereby ratified and confirmed."

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 61, 64 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendments or modifications or re-enactment thereof for the time being in force) and the Rules

and Regulations made thereunder, consent of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from the existing ₹ 600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹10/- (Rupees Ten Only) each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each to ₹ 1500,00,00,000/- (Rupees Fifteen Hundred Crores Only) divided into 130,00,00,000 (One Hundred and Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crore) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each.

RESOLVED FURTHER THAT Clause No. V of the Memorandum of Association of the Company be and is hereby altered accordingly to read as under:

"V. The authorized capital of the Company is ₹ 1500,00,00,000/- (Rupees Fifteen Hundred Crores Only) divided into 130,00,00,000 (One Hundred and Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crore) Preference Shares of ₹ 100/- (Rupees One Hundred Only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or subrogate any such rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or subrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted by Articles of Association of the Company or the legislative provisions for the time being in force in this behalf."

RESOLVED FURTHER THAT the copies of Memorandum of Association of the Company be altered accordingly by incorporating new Clause No. V in place of existing Clause No. V.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and is hereby authorised to file/submit all the necessary forms with the Registrar of Companies (ROC) and to do all other acts, deeds and things in this regard."

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession to the earlier resolution passed by the shareholders of the Company at the Annual General Meeting held on 27th June, 2015 and pursuant to the provisions of Sections 41, 42, 62, 67, 71 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the Foreign Exchange Management Act, 1999, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (to the extent applicable), the Depository Receipt Scheme, 2014, the notifications issued by the Reserve Bank of India ("RBI") and other applicable laws,

equity listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, Articles of Association and subject to all other statutory and regulatory approvals, consents, permissions and/or sanctions of the Government of India, RBI, Securities and Exchange Board of India ("SEBI") and all other concerned authorities (hereinafter singly or collectively referred to as the "Appropriate Authority" or "Appropriate Authorities") as may be required, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval, consent, permission and/or sanction and agreed to by the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this Resolution, to the extent permitted by law), which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot equity shares and/or other equity linked or convertible financial instruments ("OFIs") in one or more tranches, whether denominated in Indian Rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for an amount not exceeding ₹ 5,000 Crores (Rupees Five Thousand Crores Only), or its equivalent in foreign currency, inclusive of premium, through a Follow-on Public Offering ("FPO") to eligible investors, or through Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), any other Depository Receipt Mechanism convertible into Equity Shares (either at the option of the Company or the holders thereof) at a later date, any such instrument or security including Debentures or Bonds or Foreign Currency Convertible Bonds ("FCCBs") being either with or without detachable warrants attached thereto entitling the warrant holder to apply for Equity Shares/instruments or securities including GDRs and ADRs representing equity shares (hereinafter collectively referred to as the "Securities") or any combination of Equity Shares with or without premium, to be subscribed to in Indian Rupees and/or any foreign currency(ies) by resident or non-resident/foreign investors (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors/Mutual Funds/Pension Funds/Alternate Investment Funds/Venture Capital Funds/ Banks and such other persons or entities, whether or not such investors are members of the Company, to all or any of them, jointly or severally through prospectus, offer document and/or other letter, placement document or circular ("Offer Document") and/or on private placement basis, from time to time in one or more tranches as may be deemed appropriate by the Board and such issue and allotment to be made on such occasion or occasions, at such value or values, at a discount or at a premium to the market price prevailing at the time of the issue and in such form and manner and on such terms and conditions or such modifications thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or other Advisors, with authority to retain oversubscription upto such percentage as may be permitted by the Appropriate Authorities and in accordance with applicable law, with or without voting rights in general meetings/class meetings, at such price or prices, at such interest or additional interest, at a discount or at a premium on the market price or prices and in such form and manner and on such terms and conditions or such modifications thereto, including the number of Securities

to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption/prepayment, number of further Equity Shares, to be allotted on conversion/redemption/extinguishment of debt(s), exercise of rights attached to the warrants, the ratio of exchange of shares and/or warrants and/or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with the appropriate authority(ies), the Merchant Banker(s) and/or Lead Manager(s) and/or Underwriter(s) and/or Advisor(s) and/or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable regulations for the time being in force.

RESOLVED FURTHER THAT in the event of (i) a proposed issuance of FCCBs, the relevant date shall mean the date on which the Board or a duly constituted committee thereof decides to open the proposed issuance of FCCBs, or such other date as may be notified by any Appropriate Authority from time to time in connection with FCCBs, (ii) a proposed issuance of GDRs/ADRs, the pricing/relevant date for the same shall be decided/determined in accordance with the provisions of the Depository Receipt Scheme, 2014, and (iii) a proposed issuance of any other instrument, such date as may be notified by any Appropriate Authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Advisor(s), Underwriter(s), Guarantor(s), Depository(ies), Custodian(s), Trustee, Stabilisation Agent, Banker/Escrow Banker to the Issue and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and also to seek the listing of such Securities in one or more Indian/International Stock Exchanges.

RESOLVED FURTHER THAT the Board and/or agency or body authorized by the Board may issue Depository Receipt(s) or Certificate(s), representing the underlying Securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and/or International Capital Markets for the instruments of this nature and to provide for the tradability or free transferability thereof, as per the Indian/International practices and regulations and under the norms and practices prevalent in the Indian/International Capital Markets.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of further Equity Shares as may be required to be issued and allotted upon conversion of any securities or as may be necessary in accordance with the terms of the offering, all such further Equity Shares shall rank pari-passu with the existing fully paid equity shares of the Company in all respects except provided otherwise under the terms of issue and in the offer document.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this Resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this Resolution."

7. To appoint Mr. Subhash Dayama (DIN: 00217692) as an Independent Director at the ensuing Annual General Meeting and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and such other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Mr. Subhash Dayama (DIN: 00217692), who was appointed as an Additional Director at the Board Meeting held on 14th May, 2016, and who holds office of Director upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years from the date of this Annual General Meeting i.e. 27th June, 2016, and in respect of whom the Company has also received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Subhash Dayama for the office of Director of the Company, be and is hereby appointed as an Independent Director to hold office upto a term of five consecutive years from 27th June, 2016, not liable to retire by rotation.”

8. To take on record the appointment of Mr. Bhopinder Jagdish Mittar Chopra (DIN: 00329550), Independent Director appointed in Casual Vacancy and to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, the Members of the Company do hereby take on record the appointment of Mr. Bhopinder Jagdish Mittar Chopra (DIN: 00329550) as an Independent Director appointed in 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.”

For and on behalf of the Board of Directors of
VIDEOCON INDUSTRIES LIMITED

VENUGOPAL N. DHOOT
CHAIRMAN & MANAGING DIRECTOR
DIN: 00092450

Place: Mumbai
Date: 14th May, 2016

Registered Office:

14 K. M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
Dist.: Aurangabad - 431 105 (Maharashtra).
CIN: L99999MH1986PLC103624
E-mail Id: secretarial@videoconmail.com
Website: www.videoconworld.com
Tel. No.: +91-02431-251501/2
Fax No.: +91-02431-251551

NOTES:

1. **INTERMS OF THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, READ WITH RULE 19 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE**

COMMENCEMENT OF THE MEETING. A PERSON CAN BE A PROXY FOR MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. PROVIDED THAT A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY FORM FOR THE MEETING IS ENCLOSED.

2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India, a statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of this Notice.
3. Copies of the Notice of 26th Annual General Meeting together with the Annual Report are being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) and for Members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode, to those Members who hold shares in physical form and whose names appear in the Company's Register of Members on Saturday, 21st May, 2016 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on Friday, 20th May, 2016 as per the particulars of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Upon request, printed copy of Annual Report will be supplied to those Members to whom Annual Report has been sent through electronic mode.
4. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/confirmation at the ensuing Annual General Meeting is appended to the Notice.
5. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.
6. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by attendance slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number on the attendance slip and bring their attendance slip, as enclosed, alongwith their copy of Annual Report to the Meeting.
8. The business set out in this Notice is also being conducted through remote e-voting. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the remote e-voting facility as an alternate to all its Members to enable them

to cast their vote electronically instead of casting the vote at the Meeting. Please note that Voting through Electronic Mode is optional. The Members who have casted their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but they shall not be allowed to cast vote again at the Meeting. For this purpose the Company has entered into an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Meeting apart from providing remote e-voting facility for all those Members who are present at the Meeting but have not casted their votes by availing the remote e-voting facility.

9. In case of joint holders attending the Meeting, and who have not exercised their right to vote by remote e-voting facility, only such joint holder who is higher in the order of names shall be entitled to vote.
10. The remote e-voting facility shall be opened from Friday, 24th June, 2016 at 9.00 a.m. to Sunday, 26th June, 2016 till 5.00 p.m., both days inclusive. Detailed instructions of remote e-voting forms part of this Notice. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Sunday, 26th June, 2016. During the period when facility for remote e-voting is provided, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the Member, he shall not be allowed to change it subsequently or cast the vote again.
11. The Notice of the Meeting is being placed on the website of the Company viz., www.videoconworld.com and on the website of CDSL viz., www.cdslindia.com.
12. Mrs. Gayathri R. Girish, Company Secretary in Whole-Time Practice (CP No. 9255) or failing her Mr. Soumitra Mujumdar, Company Secretary in Whole-Time Practice (CP No. 12363), has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favour or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.videoconworld.com and on the website of CDSL at www.cdslindia.com, immediately after the results are declared by the Chairman.
14. The Company has fixed Monday, 20th June, 2016, as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date/entitlement date only shall

be entitled to avail the facility of remote e-voting as well as voting at the Meeting.

15. Any person who becomes a Member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date/entitlement date i.e. Monday, 20th June, 2016, may obtain the User ID and Password by sending an e-mail request to secretarial@videoconmail.com. Members may also call on +91 22 6611 3553 or send a request to The Company Secretary, by writing to him at Videocon Industries Limited at 2nd Floor, Fort House, Dr. D. N. Road, Fort, Mumbai - 400 001.
16. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Monday, 20th June, 2016, the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or at the Meeting by Ballot.
17. The Register of Members and Share Transfer Books shall remain closed from Wednesday, 15th June, 2016 to Monday, 27th June, 2016 (both days inclusive) for the purpose of the Meeting.
18. The Company has transferred the unclaimed dividend for the financial year 2007-08 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Members who have not encashed dividend warrant(s) for the subsequent years are requested to contact M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company, for seeking issue of duplicate warrant(s). Members are requested to note that no claims shall lie against the Company or IEPF in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date they first became due for payment and no payment shall be made in respect of any such claims. The details of the unpaid/unclaimed dividend as on 27th June, 2015 (the date of previous Annual General Meeting) are available on the Company's website viz., www.videoconworld.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.
19. Members who hold shares in physical form, under multiple folios, in identical names or joint accounts in the same order or names, are requested to send the share certificates to M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company, for consolidation into a single folio.
20. Members holding shares in physical form are requested to kindly notify any change in their address(es) to the Company, so as to enable the Company to address future communications to their correct address(es). Members holding shares in electronic form are requested to notify any change in their address(es) to their respective Depository Participant(s).
21. Non-Resident Indian Members are requested to inform M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company, immediately of change in their residential status on return to India for permanent settlement together with the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with Pin Code Number, if not furnished earlier.
22. The equity shares of the Company are tradable compulsorily in electronic form and your Company has established connectivity with both the Depositories i.e., NSDL and CDSL. Taking into consideration the enormous advantages offered by the Depository System, Members are requested to avail the facility of dematerialization of the Company's shares on either of the Depositories, as aforesaid.

23. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 12.00 noon to 3.00 p.m. upto the date of the Meeting.
24. Members desiring any information as regards to the Financial Statements/Directors' Report are requested to write to the Company at an early date so as to enable the Management to reply at the Meeting.
25. The Annual Report of the Company will be made available on the Company's website at www.videoconworld.com.
26. Members may address their queries/communications at secretarial@videoconmail.com
27. Members are requested to kindly bring their copy of the Annual Report to the Meeting.
28. As on 31st December, 2015, 104,068 Equity Shares held by 23,642 Equity Shareholders are unclaimed. The Company has transferred all the unclaimed shares into one folio in the name of "Videocon Industries Limited – Unclaimed Suspense Account" and is in the process of dematerialization of the said shares. All those shareholders whose shares are unclaimed are required to contact the Company or M/s. MCS Share Transfer Agent Limited, Registrar and Transfer Agent of the Company with self attested copy of PAN Card for each of the joint shareholder(s) and Address Proof. On receipt of the request letter and verification form, the Company shall arrange to credit the shares lying in the Unclaimed Suspense Account to demat account of the concerned shareholder or deliver the share certificate(s) after re-materialising the same. The voting rights on such shares shall remain frozen till the rightful owner claims the shares.
29. GREEN INITIATIVE: Securities & Exchange Board of India & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. E-mail communications to the shareholders will result in multiple benefits as under:
 1. Timely receipt of all communications without any transit loss.
 2. Helping in protecting environment and conservation of resources.
 3. Easy storage in soft copy, thereby eliminating the requirement of storage of bulky documents for subsequent reference.

The Company will simultaneously display full text of the Annual Report and other shareholders' communications on its website viz., www.videoconworld.com, as soon as the same is e-mailed to the shareholders and will also be made available for inspection at the Registered Office of the Company during the office hours.

Members holding shares in physical mode are requested to register their e-mail ID's with the M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agent of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to the Registrar and Transfer Agent of the Company in respect of shares held in physical form and to their respective Depository Participants in respect of shares held in electronic form.

REMOTE E-VOTING INSTRUCTIONS

The process and manner for voting by electronic means and the time schedule including the time period during which the votes may be casted is as under:

- (i) The voting period begins on Friday, 24th June, 2016 at 9.00 a.m. and ends on Sunday, 26th June, 2016 at 5.00 p.m. (both days inclusive). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date of Monday, 20th June, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number, given below on Attendance Slip, in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through

CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant VIDEOCON INDUSTRIES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting

manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- (xxi) Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date/entitlement date i.e. Monday, 20th June, 2016, may obtain the User ID and Password by sending an e-mail request to secretarial@videoconmail.com. Members may also call on +91 22 6611 3553 or send a request to The Company Secretary, by writing to him at Videocon Industries Limited at 2nd Floor, Fort House, Dr. D. N. Road, Fort, Mumbai - 400 001.

For and on behalf of the Board of Directors of
VIDEOCON INDUSTRIES LIMITED

VENUGOPAL N. DHOOT
CHAIRMAN & MANAGING DIRECTOR
DIN: 00092450

Place: Mumbai
Date: 14th May, 2016

A STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, have approved the appointment of Mr. Jayant B. Galande (Membership No. 5255), Cost Accountant in Whole-Time Practice, Aurangabad, as Cost Auditor of the Company to conduct the audit of the cost accounting records of the Company for the financial period commencing from 1st January, 2016. The Board of Directors of the Company, on the recommendation of the Audit Committee, have decided to pay a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) excluding service tax and other taxes, travelling and other out-of-pocket expenses at actual, to Mr. Jayant B. Galande, for the financial period commencing from 1st January, 2016. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditor shall be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee and the same shall be subsequently ratified by the shareholders of the Company at a general body meeting.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial period commencing from 1st January, 2016.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

In view of the proposed enhancement in volume of activities, your Company may have to go in for augmentation of the capital base to part finance the proposed projects. Hence, the Authorized Share Capital of the Company should be adequately increased to accommodate the proposed augmentation of the capital base. Therefore, it is proposed to increase the present Authorized Share Capital of the Company from the

existing ₹ 600,00,00,000/- (Rupees Six Hundred Crores Only) divided into 50,00,00,000 (Fifty Crores) Equity Shares of ₹10/- (Rupees Ten Only) each and 1,00,00,000 (One Crore) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each to ₹ 1500,00,00,000/- (Rupees Fifteen Hundred Crores Only) divided into 130,00,00,000 (One Hundred Thirty Crores) Equity Shares of ₹ 10/- (Rupees Ten Only) each and 2,00,00,000 (Two Crore) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred Only) each.

Pursuant to the provisions of Section 61 of the Companies Act, 2013, approval of shareholders is required for proposed increase in Authorized Share Capital of the Company and consequential amendments to Clause No. V of Memorandum of Association of the Company by way of an Ordinary Resolution.

The Board recommends the resolution set out at Item No. 5 of the Notice of Annual General Meeting for your approval.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 6

The Members of the Company vide resolution passed at the Annual General Meeting of the Company held on 27th June, 2015 had accorded their approval to issue, offer and allot equity shares and/or other equity linked financial instrument, in one or more tranches, for an amount not exceeding ₹ 5,000 Crores, inclusive of premium, through a Follow-on Public Offering ("FPO"), Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs"), any other Depository Receipt Mechanism convertible into Equity Shares, or any such instrument or security [including Debentures or Bonds or FCCBs] being either with or without detachable warrants attached thereto entitling the warrant holder to apply for Equity Shares/instruments. The said Resolution is valid for a period of 1 year from the date of passing. The Company proposes to seek a fresh approval from the members in terms of the provisions of Companies Act, 2013, as the Company continues to evaluate different proposals to mobilize the funds, as and when required including by way of debt instruments and instruments convertible into equity shares and the currency of previous resolution is just one year from passing of such resolution.

Over the past few years, after consolidating its position in the business of Consumer Electronics and Home Appliances, the Company has explored its portfolio in Oil and Gas business. All this has opened up huge business opportunities domestically as also internationally, resulting in substantial fund requirements. Investments so far in these activities have been made by the Company out of a combination of internal accruals and borrowed funds. In case the Company encounters any such good opportunity requiring allocation of sizeable resources, it may, if deemed appropriate, support such opportunities with the combination of equity and debt.

In terms of Sections 41, 42, 62, 67 read with Section 71 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, a Company making an allotment to persons other than the existing shareholders of the Company is required to obtain the approval of the Members by way of passing Special Resolution.

The Board recommends the resolution set out at Item No. 6 of the Notice of Annual General Meeting for your approval.

The Directors or Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested in this Resolution only to the extent of shares, if any allotted.

Item No. 7

Mr. Subhash Dayama (DIN: 00217692) was appointed as an Additional Director at the Board Meeting held on 14th May, 2016. In terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, he holds the office of Director upto the date of ensuing Annual General Meeting.

Further, in terms of Section 149 of the Companies Act, 2013 and the Rules made thereunder, the Board proposes his appointment as an Independent Director to hold office upto a term of five consecutive years from the date of this Annual General Meeting.

The Company has received from Mr. Subhash Dayama (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and (3) a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

The Company has also received a notice in writing along with requisite deposit, from a member under Section 160 of the Companies Act, 2013, signifying its intention to propose candidature of Mr. Subhash Dayama for the office of Directors of the Company. The Board seeks the approval of the Members of the Company to appoint Mr. Subhash Dayama as an Independent Director of the Company for a term of five consecutive years i.e. from 27th June, 2016, pursuant to the provisions of Section 149 and such other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

A brief profile of Mr. Subhash Dayama, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairmanship of the committees of the Board of Directors, the particulars of the shareholding and relationship between the directors, key managerial personnel and manager of the Company inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India is appended to the Notice.

In the opinion of the Board of Directors, Mr. Subhash Dayama, the Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

All the relevant documents in connection with the appointment of Mr. Subhash Dayama, are available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on working days upto the date of the Annual General Meeting.

The Board considers that his appointment would be of immense benefit to the Company and it is desirable to appoint Mr. Subhash Dayama as an Independent Director. Hence, the said appointment is being proposed for approval of the Members at the ensuing Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Mr. Subhash Dayama, to whom the resolution relates, is interested or concerned in this resolution.

Item No. 8

Mr. Bhopinder Jagdish Mittar Chopra (DIN: 00329550) was appointed as an Independent Director at the Board Meeting held on 30th January, 2016 to fill the casual vacancy caused by the sad demise of Mr. Anil Joshi. In terms of the provisions of Section 161 of the Companies Act, 2013 and the Rules made thereunder, he holds office of Director upto the date to which the director in whose place he is appointed would have held office, if it had not been vacated. Accordingly, Mr. Bhopinder Jagdish Mittar Chopra holds office of Director upto the date upto which Mr. Anil Joshi would have held office if he had not passed away.

The Company has received from Mr. Bhopinder Jagdish Mittar Chopra (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and (3) a declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

A brief profile of Mr. Bhopinder Jagdish Mittar Chopra, nature of expertise in specific functional area, name of other public companies in which he holds directorship and membership/chairmanship of the committees of the Board of Directors and the particulars of the shareholding and relationship between the directors, key managerial personnel and manager of the Company as stipulated under Regulation 36(3) of the SEBI (Listing Obligations And Disclosure Requirements), Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India is appended to the Notice.

In the opinion of the Board of Directors, Mr. Bhopinder Jagdish Mittar Chopra, the Independent Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management.

All the relevant documents in connection with the appointment of Mr. Bhopinder Jagdish Mittar Chopra, are available for inspection without any fee by the Members at the Company's Registered Office during normal business hours on working days upto the date of the Annual General Meeting.

As per the provisions of the Companies Act, 2013, the Company is not required to seek approval from the shareholders for confirming the appointment of Mr. Bhopinder Jagdish Mittar Chopra who was appointed in casual vacancy. However, as matter of abundant caution, the Board thought it fit to seek approval from shareholders to that effect. Accordingly, the shareholders are requested to take on record the appointment of Mr. Bhopinder Jagdish Mittar Chopra, as an Independent Director appointed in casual vacancy.

No Director, Key Managerial Personnel or their relatives, except Mr. Bhopinder Jagdish Mittar Chopra, to whom the resolution relates, is interested or concerned in this resolution.

For and on behalf of the Board of Directors of
VIDEOCON INDUSTRIES LIMITED

VENUGOPAL N. DHOOT
CHAIRMAN & MANAGING DIRECTOR
DIN: 00092450

Place: Mumbai
Date: 14th May, 2016