



VIDEOCON

VIDEOCON INDUSTRIES LIMITED

ANNUAL REPORT 2016-17

BOARD OF DIRECTORS

Venugopal N. Dhoot	Chairman, Managing Director & Chief Executive Officer
Radheyshyam Agarwal	Independent Director
Subhash Dayama	Independent Director
Sarita Surve	Independent Director
Sanjiv Kumar Sachdev	Nominee – IDBI Bank Limited

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

COMPANY SECRETARY

Mandar C. Joshi

REGISTERED OFFICE

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

MANUFACTURING FACILITIES

14 K.M. Stone, Aurangabad-Paithan Road,
Village: Chittegaon, Taluka: Paithan,
District: 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)

BANKERS

Allahabad Bank	Indian Bank
Andhra Bank	Indian Overseas Bank
Bank of Baroda	Oriental Bank of Commerce
Bank of India	Punjab National Bank
Bank of Maharashtra	State Bank of India
Canara Bank	Syndicate Bank
Central Bank of India	The Federal Bank Limited
Corporation Bank	UCO Bank
Dena Bank	Union Bank of India
ICICI Bank Limited	United Bank of India
IDBI Bank Limited	Vijaya Bank

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NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the Members of **VIDEOCON INDUSTRIES LIMITED** (the "Company") will be held on Friday, 22nd December, 2017, 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 11.00 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 financial period ended 31st March, 2017 and the Balance Sheet as at that date together with Cash Flow Statement, 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 appoint Statutory Auditors of the Company and to 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, 142 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) and on the recommendation of the Audit Committee of the Board of Directors, M/s. S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W) be and is hereby appointed as Auditors of the Company, in place of the retiring auditors, M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No. 105049W) and M/s. Kadam & Co., Chartered Accountants, Ahmednagar (Firm Registration No. 104524W), to hold office from the conclusion of this Annual General Meeting i.e. the 27th Annual General Meeting until the conclusion of the 32nd 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 of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS

4. To consider and ratify the remuneration of Cost Auditors 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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) excluding applicable tax, travelling and other out-of-pocket expenses payable to Mr. Jayant B. Galande (Membership No. 5255), Cost Accountant in Whole-Time Practice, Aurangabad, who is appointed as the Cost Auditor of the Company by the Board of Directors, for conducting the audit of the cost records of the Company for the financial year commencing on 1st April, 2017.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. 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, 2016 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 ₹ 2,000 Crores (Rupees Two 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."

6. To appoint Mrs. Sarita Surve (DIN: 07728829) 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, if any, read with Schedule IV of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mrs. Sarita Surve (DIN: 07728829), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors of the Company at their meeting held on

11th February, 2017 and who holds the office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 160 of the Act, signifying its intention to propose the candidature of Mrs. Sarita Surve for the office of Director of the Company, be and is hereby confirmed / appointed as an Independent Director to hold office for a term of five consecutive years from the date of Annual General Meeting (i.e. 22nd December, 2017), not liable to retire by rotation."

**For & on behalf of the Board of Directors of
VIDEOCON INDUSTRIES LIMITED**

**VENUGOPAL N. DHOOT
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 00092450**

Place: Mumbai
Date: 24th November, 2017

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 2431 251501/2
Fax No.: +91 2431 251551

NOTES

1. **IN TERMS 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 THE 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 27th 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 18th November, 2017 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on 17th November, 2017 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 shareholders to whom Annual Report has been sent through Electronic Mode.

4. Details under Regulation 36(3) of Securities and Exchange Board of India (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. 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 Securities and Exchange Board of India (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 the Voting through Electronic Mode is optional. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (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 Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.
8. 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.
9. The remote e-voting facility shall be opened from Tuesday, 19th December, 2017 at 9.00 a.m. to Thursday, 21st December, 2017 upto 5.00 p.m., (both days inclusive). Detailed instructions of Voting through Electronic Mode, forms part of this Notice. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Thursday, 21st December, 2017. 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.
10. 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.
11. Mrs. Gayathri R. Girish, Company Secretary in Whole Time Practice (CP No. 9255) or failing her Mrs. Anagha Ketkar, Company Secretary in Whole-Time Practice (CP No. 18234), 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.
12. 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.
13. The Company has fixed Friday, 15th December, 2017 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/entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
14. 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 i.e. Friday, 15th December, 2017 may obtain the User ID and Password by sending an email request to secretarial@videoconmail.com. Members may also call on +91 22 6611 3500 or send a request to the Company Secretary, by writing to him at Videocon Industries Limited at 171-C, 17th Floor, C Wing, Mittal Court, Nariman Point, Mumbai - 400 021.
15. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Friday, 15th December, 2017, 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.
16. The Register of Members and Share Transfer Books shall remain closed from Friday, 15th December, 2017 to Friday, 22nd December, 2017 (both days inclusive) for the purpose of the Meeting.
17. The Company has transferred the unclaimed dividend for the financial year 2008-2009 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 Share Transfer Agent, 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, 2016 (the date of previous Annual General Meeting) are available on the Company's website www.videoconworld.com and on the website of Ministry of Corporate Affairs at www.mca.gov.in.
18. 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.
19. 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.
20. Non-Resident Indian Members are requested to inform M/s. MCS Share Transfer Agent Limited, the Registrar and Share 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.
21. 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.

22. 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.
23. 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.
24. The Annual Report of the Company will be made available on the Company's website at www.videoconworld.com.
25. As on 31st March, 2017, 103,759 Equity Shares held by 24,039 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 dematerialised 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 & Share Transfer Agents 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 on verification from, the Company shall arrange to credit the shares lying in the Unclaimed Suspense Account to demat account of concerned shareholder or deliver the share certificate(s) after re-materialisation. The voting rights on such shares shall remain frozen till the rightful owner claims the shares.
26. 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 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 instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 19th December, 2017 at 9:00 am and ends on Thursday, 21st December, 2017 at 5.00 p.m.. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15th December, 2017 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 / Members
- (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 in the PAN field. 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 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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., 15th December, 2017 may obtain the Login ID and Password from Mr. Mandar Joshi, Company Secretary of the Company, who is responsible to address the grievances connected with facility for voting by electronic means. In case you have any grievances connected with facility for voting by electronic means you may contact the Company Secretary by sending an e-mail to secretarial@videoconmail.com. Members may also call on +91 22 6611 3500 or send a request to the Company Secretary, by writing to him at Videocon Industries Limited at 171-C, 17th Floor, C Wing, Mittal Court, Nariman Point, Mumbai - 400 021.

**For & on behalf of the Board of Directors of
VIDEOCON INDUSTRIES LIMITED**

**VENUGOPAL N. DHOOT
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 00092450**

Place: Mumbai

Date: 24th November, 2017

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, has 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 year commencing from 1st April, 2017 at a remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten Thousand Only) excluding applicable tax and other Taxes, travelling and other out of pocket expenses at actual.

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 Auditors 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 Auditors for the financial year commencing from 1st April, 2017.

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 commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

The Members of the Company vide resolution passed at the Annual General Meeting of the Company held on 27th June, 2016 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 was 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, to issue, offer and allot equity shares and/or other equity linked financial instrument, in one or more tranches, for an amount not exceeding ₹ 2,000 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, 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. 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. 5 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. 6

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee appointed Mrs. Sarita Surve (DIN: 07728829) as an Additional Director (Independent) of the Company at the meeting of the Board of Directors of the Company held on 11th February, 2017. She holds the office of Director upto the date of ensuing Annual General Meeting.

The Board of Directors of the Company thought it fit to appoint Mrs. Sarita Surve as an Independent Director of the Company in terms of Section 149 and other applicable provisions of the Companies Act, 2013. Therefore, on the recommendation of the Nomination & Remuneration Committee, the Board proposes appointment of Mrs. Sarita Surve as an Independent Director for a term of five consecutive years, not liable to retire by rotation.

The Company has received from Mrs. Sarita Surve (1) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules, 2014, (2) intimation in Form DIR-8 in terms of Companies (Appointment & Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and (3) a declaration to the effect that she 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 Mrs. Sarita Surve for the office of Director of the Company.

The resolution seeks the approval of the Members of the Company for appointment of Mrs. Sarita Surve as an Independent Director of the Company for five consecutive years from the date of Annual General Meeting (i.e. 22nd December, 2017) pursuant to the provisions of Section 149 and such other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

A brief profile of Mrs. Sarita Surve, nature of expertise in specific functional area, name of other public companies in which she holds directorship and membership/chairmanship of the committees of the Board of Directors and particulars of shareholding in the Company, is appended to the Notice.

In the opinion of the Board of Directors, Mrs. Sarita Surve fulfils the conditions specified under Section 149 of the Companies Act, 2013 and rules made thereunder and she is independent of the Management.

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

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Sarita Surve as an Independent Director.

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

No Director, Key Managerial Personnel or their relatives, except Mrs. Sarita Surve, to whom the resolution relates, is interested or concerned in the resolution.

**For & on behalf of the Board of Directors of
VIDEOCON INDUSTRIES LIMITED**

**VENUGOPAL N. DHOOT
MANAGING DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 00092450**

**Place: Mumbai
Date: 24th November, 2017**

BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE- APPOINTMENT/ CONFIRMATION AT THE ENSUING ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 36(3) OF SECURITIES AND EXCHANGE BOARD OF INDUS (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA]:

PARTICULARS	PROFILE OF DIRECTORS	
Name of the Director	Mr. Venugopal N. Dhoot	Mrs. Sarita Surve
DIN	00092450	07728829
Date of Birth	30 th September, 1951	28 th September, 1978
Age (in years)	66	39
Education Qualification	Bachelor of Engineering	Bachelor of Arts
Date of Appointment	1 st June, 2005	11 th February, 2017
Category of the Director	Promoter-Executive	Independent-Non Executive
Area of expertise/Work experience	He is an industrialist. He has experience spanning over four decades in diversified fields such as consumer electronics and home appliances, oil and gas and power. He was the President of the Associated Chambers of Commerce and Industry in India and Electronic Industries Association of Marathwada.	She has a vast experience in diversified fields like Management and Administration etc.
Terms and Conditions of Appointment or Re-appointment alongwith the details of remuneration sought to be paid	As per the terms and conditions stated in the Agreement entered between Mr. Venugopal N. Dhoot and the Company. He is entitled for NIL remuneration. Mr. Venugopal N. Dhoot is also designated, in addition to the Managing Director of the Company, as the Chief Executive Officer of the Company.	As per the terms and conditions stated in the Appointment Letter. She is not entitled for any remuneration and she will be paid sitting fees only.
Remuneration last drawn	Nil	Nil
Number of Board Meetings attended during the period	6	Nil
Names of other Directorships in Public Limited Companies in which the Director holds Directorship	1. Videocon Energy Limited 2. Senior Consulting Private Limited	Nil
Names of the other Committees in which Chairman*	Nil	Nil
Names of the other Committees in which Member*	1. Videocon Energy Limited (Audit) 2. Senior Consulting Private Limited (Audit)	Nil
Number of Shares held	89,575	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	NA	NA

* Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the Twenty-Seventh Annual Report together with the Audited Accounts and Auditors' Report for the financial period ended on 31st March, 2017.

PERFORMANCE REVIEW

The performance of the Company, on standalone basis, for the 15 months period ended on 31st March, 2017 is summarized below:

(₹ in Million)

Particulars	15 months Period Ended 31 st March, 2017	12 months Period Ended 31 st December, 2015
Net Revenue from Operations	123,294.01	124,182.13
Other Income	4,991.99	8,443.33
Total Income	128,286.00	132,625.46
Profit Before Finance Costs, Depreciation and Tax	15,760.75	30,094.69
Finance Costs	30,977.34	23,684.59
Depreciation and Amortization	7,315.23	7,017.14
Profit/(Loss) Before Tax	(22,531.82)	(607.04)
Tax Expense	(3,375.07)	(48.99)
Profit/(Loss) for the Period	(19,156.75)	(558.05)

The previous financial year was for 12 months commencing from 1st January, 2015 to 31st December, 2015 and the financial period under review is of 15 months commencing from 1st January, 2016 to 31st March, 2017. Hence, the figures are not comparable.

In order to comply with the requirements of Section 2(41) of the Companies Act, 2013 and Rules made thereunder, the Board of Directors of the Company have accorded their approval for extending the financial year by a period of 3 (Three) months so as to end on 31st March, 2017. The subsequent financial year shall be a period of 12 months from 1st April to 31st March every year.

OPERATIONS

CONSUMER ELECTRONICS & HOME APPLIANCES

The period under review was marked by various challenges in both internal and external environment. The performance of the Company was impacted by demonetisation and transitional phase of GST introduction.

OIL & GAS

The Company continues to explore more and more opportunities in Oil and Gas sector. During the period under review, a deep turbulence in Oil and Gas prices due to a supply over hanged on account of vastly increased production of oil by United States of America from its Shale oil basins was alluded to. The prices of oil have come down significantly. In November 2016, OPEC reached a deal to curtail oil production for the first time since 2008. This helped oil prices to rise above the psychological mark of USD 50/bbl.

TELECOM

During the period under review, Videocon Telecommunications Limited (VTL), a subsidiary of the Company, concluded transfer of rights to use 2 x 5 MHz spectrum in the 1800 MHz Band allotted to VTL by the Government of India, Ministry of Communication & IT, Department of Telecommunication (DoT) for six circles, namely, Bihar; Gujarat; Haryana; Madhya Pradesh and Chhattisgarh; Uttar Pradesh (East) and Uttar Pradesh (West) to Bharti Airtel Limited.

VTL continues to offer National Long Distance (NLD) services and International Long Distance (ILD) traffic on its own NLD networking across India.

INSURANCE

The Company entered into a joint venture with US headquartered multinational Liberty Mutual Insurance Group to setup a non-life insurance company, Liberty Videocon General Insurance Company Limited ("LVGICL"), on 16th December, 2010. Under the terms of the agreement, Liberty Mutual Insurance Group can hold a maximum of 49.0% of equity

interest (maximum investment permitted under the applicable law) and our Company must hold a minimum of 51.0% equity interest in the joint venture. The Company currently holds 56.53% stake in the joint venture and the remaining equity is owned by Liberty Mutual Insurance Group.

LVGICL commenced its business in 2013 and product profile includes Property, Engineering, Liability, Marine, Employee Benefits, Motor and Health Insurances.

POWER

The solar power project viz., 5.5 MW solar PV power project in Gujarat, which has been commissioned by the Company through its associate, Unity Power Private Limited is operating at full capacity and is generating electricity.

During the period under review, the Company has sold/exited 5.75 MW solar PV power project in Village: Betwasiya, District: Jodhpur, Rajasthan, through its step down subsidiary; and 5.75MW solar Photovoltaic Power Project situated at Village: Majra, District: Warora, Maharashtra.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business of the Company during the period under review.

DIVIDEND

In view of the loss incurred by the Company, the Board of Directors do not recommend any dividend for the financial period ended 31st March, 2017.

TRANSFER TO RESERVES

The Company do not propose to transfer any amount to any reserve.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

The Company has transferred a sum of ₹ 2.02 Million in respect of unpaid /unclaimed dividend for the Financial Year 2008-09 to the Investor Education and Protection Fund.

ISSUES/ALLOTMENT

During the period under review, out of the Foreign Currency Convertible Bonds (Bonds) amounting to US\$ 97.20 Million due on 31st December, 2020, the Company has pre-paid an amount of US\$ 22 Million, on pro rata basis to all the Bondholders. As such, as on the end of financial period the FCCBs amounting to US\$ 75.20 Million were outstanding.

DEPOSITS

Your Company has not accepted any Deposit within the meaning of Chapter V of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount of principal or interest was outstanding as on the Balance Sheet date.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY, OCCURED AFTER THE BALANCE SHEET DATE AND AS AT THE DATE OF SIGNING THIS REPORT

No material changes and commitments affecting the financial position of the Company occurred after the Balance Sheet date and as at the date of signing this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans, guarantees given and investments made during the period as required are provided in Notes 13, 35(B)(i) and 47 of the Standalone Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS AS PER SECTION 188(1)

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule