



# **VIDEOCON**

**VIDEOCON INDUSTRIES LIMITED**

**ANNUAL REPORT 2017-18**

## BOARD OF DIRECTORS

Venugopal N. Dhoot	Chairman, Managing Director & Chief Executive Officer
Subhash Dayama	Independent Director
Sarita Surve	Independent Director

## 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)

## AUDITORS

**M/s. S. Z. Deshmukh & Co.,**  
Chartered Accountants  
Flat no 306, Aastha II Apartment, Third Floor,  
Opp. Population Science Centre, Deonar,  
Mumbai - 400 088

## 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

## COMPANY SECRETARY

Kaustubha A. Sahasrabudhe

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## NOTICE

**NOTICE** is hereby given that the Twenty-Eighth Annual General Meeting of the Members of **VIDEOCON INDUSTRIES LIMITED** (the "Company") (Company under Corporate Insolvency Resolution Process) will be held on Monday, 17<sup>th</sup> day of December, 2018, 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 Financial Year ended 31<sup>st</sup> March, 2018 and the Balance Sheet as at that date together with the Cash Flow Statement and notes and annexures thereto, 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.

### SPECIAL BUSINESS

3. 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 Goods and Services Tax, reimbursement of 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 April 1, 2018.

**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."

**For VIDEOCON INDUSTRIES LIMITED**  
(A Company under Corporate  
Insolvency Resolution Process  
by NCLT order dated June 6, 2018)

**KAUSTUBHA A. SAHASRABUDHE**  
**COMPANY SECRETARY**  
**MEMBERSHIP No. ACS21165**

**Place:** Mumbai

**Date:** November 23, 2018

#### 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](mailto:secretarial@videoconmail.com)  
**Website:** [www.videoconindustriesltd.com](http://www.videoconindustriesltd.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 28<sup>th</sup> 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 November 16, 2018 and as regards shares held in the electronic form, to those beneficial owners of the shares as at the close of business hours on November 17, 2018 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 share holders 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 Director 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 Requirement) 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 Friday, December 14, 2018 at 9.00 a.m. to Sunday, 16<sup>th</sup> Day of December, 2018 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 Sunday, 16<sup>th</sup> Day of December, 2018. 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.videoconindustriesltd.com](http://www.videoconindustriesltd.com) and on the website of CDSL viz., [www.cdslindia.com](http://www.cdslindia.com).
11. Mrs. Gayathri R. Girish, Company Secretary in Whole Time Practice (CP No. 9255) or failing her Mr. Sagar Deo, Company Secretary in Whole-Time Practice (CP No. 11547), 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 along with the report of the Scrutinizer shall be placed on the website of the Company at [www.videoconindustriesltd.com](http://www.videoconindustriesltd.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com), immediately after the results are declared by the Chairman.
13. The Company has fixed Monday, 10<sup>th</sup> Day of December, 2018 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. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of shareholders on Monday, December 10, 2018, 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.
15. The Register of Members and Share Transfer Books shall remain closed from Monday, December 10, 2018 to Monday, December 17, 2018 (both days inclusive) for the purpose of the Meeting.
16. Members who have not encashed dividend warrant(s) for the year 2009-2010 onwards 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.
17. 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.
18. 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.
19. 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.
20. 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.
21. 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.
22. 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. Members may address their queries/communications at [secretarial@videoconmail.com](mailto:secretarial@videoconmail.com)
23. The Annual Report of the Company will be made available on the Company's website at [www.videoconindustriesltd.com](http://www.videoconindustriesltd.com).
24. Members are requested to kindly bring their copy of the Annual Report to the Meeting.
25. As on March 31, 2018, 103,756 Equity Shares held by 24,038 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 of, the Company shall arrange to credit the shares lying in the Unclaimed Suspense Account to demat account of concern 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.videoconindustriesltd.com](http://www.videoconindustriesltd.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.
27. SEBI vide circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, inter-alia, mandated all the Registrar and Share Transfer Agents and all the Listed Companies to collect copy of pan and bank details and update the KYC of all the security holders

holding securities in physical form. Hence, all the members are requested to update the information by filling up the form attached with this report and send all the supporting documents to MCS Share Transfer Agents Limited (R and T Agents) of the Company by writing them at A-209, C Wing, 2nd floor Gokul Industries Estate Building, Sagbaug, Marol Co-op Industrial Area, B/H Times Square, Andheri East, Mumbai- 400059. Tel. 022-40206022-25 Fax 022-40206021 E-mail: mcssta.mumbai@gmail.com.

### REMOTE E-VOTING INSTRUCTIONS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, December 14, 2018 at 9:00 a.m. and ends on Sunday, December 16, 2018 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. Monday, 10<sup>th</sup> day of, December, 2018 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](http://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](http://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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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).</li> </ul>

- (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](http://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](mailto: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 [evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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., 10<sup>th</sup> Day of December, 2018 may obtain the Login ID and Password from Mr. Kaustubha Arun Sahasrabudhe, 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](mailto: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 The Company Secretary, by writing to him at Videocon Industries Limited at 171-C, 17<sup>th</sup> Floor, C Wing, Mittal Court, Nariman Point, Mumbai - 400 021.

### For VIDEOCON INDUSTRIES LIMITED

(A Company under Corporate Insolvency Resolution Process by NCLT order dated June 6, 2018)

**KAUSTUBHA A. SAHASRABUDHE**  
COMPANY SECRETARY  
MEMBERSHIP NO. ACS 21165

Place: Mumbai  
Date: November 23, 2018

**A STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3**

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 April 1, 2018 to March 31, 2019 at a remuneration of Rs. 1,10,000/- (Rupees One Lakh Ten Thousand Only) excluding applicable Goods and Services Tax, reimbursement of 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. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year commencing from April 1, 2018.

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. 3 of the Notice for approval of the members.

**For VIDEOCON INDUSTRIES LIMITED**  
**(A Company under Corporate Insolvency Resolution Process**  
**by NCLT order dated June 6, 2018)**

**KAUSTUBHA A. SAHASRABUDHE**  
**COMPANY SECRETARY**  
**MEMBERSHIP NO. ACS 21165**

**Place:** Mumbai

**Date:** November 23, 2018

**BRIEF PROFILE OF THE DIRECTOR 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 DIRECTOR
Name of the Director	Mr. Venugopal N. Dhoot
DIN	00092450
Date of Birth	September 30, 1951
Age (in years)	66
Education Qualification	Bachelor of Engineering
Date of Appointment	June 1, 2005
Category of the Director	Promoter-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.
Terms and Conditions of Appointment or Re-appointment along with 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.
Remuneration last drawn	Nil
Number of Board Meetings attended during the period	6
Names of other Directorships in Public Limited Companies in which the Director holds Directorship	1. Videocon Energy Limited 2. Senior Consulting Private Limited 3. VOVL Limited 4. KAIL Limited
Names of the other Committees in which Chairman*	Nil
Names of the other Committees in which Member*	1. Videocon Energy Limited (Audit) 2. Senior Consulting Private Limited (Audit) 3. KAIL Limited (Audit)
Number of Shares held	89,575
Relationship with other Directors, Manager and Key Managerial Personnel of the Company.	NA

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

\*\* Directorships includes only Public Limited Companies as on March 31, 2018.

## Addendum

Videocon Industries Limited (the "Company") is undergoing Corporate Insolvency Resolution Process ("CIRP") under the provisions of The Insolvency Bankruptcy Code, 2016 ("IBC") in term of order dated June 6, 2018 passed by Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT"), pursuant to an application filed by the State Bank of India under Section 7 of IBC.

By virtue of the same order, Hon'ble NCLT appointed Mr. Anuj Jain (IP Registration No. IBBI/PA-001/IP-P00142/2017-18/10306) as the Interim Resolution Professional. Subsequently, the Committee of Creditors (COC), which was formed pursuant to the provisions of the Code at its first meeting held on July 6, 2018, appointed Mr. Anuj Jain as the Resolution Professional. In accordance with the provisions of IBC, on commencement of CIRP, the powers of the Board of Directors of the Company stands suspended and is being exercised by the Resolution Professional.

Further, the COC meetings have been convened from time to time on various agenda, as per the provisions of IBC, and have been attended by the members of COC and member(s) of the suspended Board of the Company.

The Resolution Professional, pursuant to the provisions of the IBC and the Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations (CIRP Regulations), invited prospective resolution applicants to submit resolution plan for the Company. The basic eligibility criteria for the prospective resolution applicants was published in the notice, copy whereof was circulated to the Stock Exchange(s) on September 26, 2018. However, Hon'ble NCLT vide Order dated October 05, 2018, pursuant to an application, directed the Resolution Professional to temporarily defer further action on the above, until the outcome of a separate petition moved with NCLT Principal Bench seeking consolidation of CIRP of the Company with other group entities.

Subsequently, NCLT Principal Bench on October 24, 2018 directed to transfer all insolvency petitions related to certain Videocon group entities to one bench at NCLT, Mumbai and left open the matter of substantive consolidation to be decided by NCLT, Mumbai bench. Further, State Bank of India has filed a petition at NCLT, Mumbai bench for substantive consolidation of CIRP of group entities, which is yet to be heard.

It is hereby informed that an application was moved by Resolution Professional under section 96 of Companies Act, 2013 with the Registrar of Companies for extension of time for holding Annual General Meeting by a period of 3 Months on the grounds that CIRP is undergoing and he has to achieve a number of milestones in a time-bound manner. Pursuant to such application, the Registrar of Companies, Mumbai, Maharashtra, vide its order dated September 11, 2018 granted extension of time for holding Annual General Meeting by a period of 3 months.

Accordingly, Resolution Professional has instructed the Company Secretary to convene the 28<sup>th</sup> Annual General meeting on Monday, December 17, 2018, and issue the Notice of Annual General Meeting in terms of the resolution(s) passed by the Board of Directors prior to Commencement of CIRP. The Annual General Meeting is being held within the extend time period.

**For VIDEOCON INDUSTRIES LIMITED**  
**(A Company under Corporate Insolvency Resolution Process**  
**by NCLT order dated June 6, 2018)**

**Anuj Jain**  
**IP Registration No: IBBI/IP-P00142-2017-2018 /10306**  
**Resolution Professional**

Dated: November 23, 2018

Place: Mumbai



## DIRECTORS' REPORT

Dear Shareholders,

Your Directors take pleasure in presenting the Twenty-Eighth Annual Report together with the Audited Accounts and Auditors' Report for the financial period ended on March 31, 2018.

### PERFORMANCE REVIEW

The performance of the Company, on standalone basis, for the financial period ended on March 31, 2018 is summarized below:

(₹ in Million)

Particulars	Financial Year Ended March 31, 2018	15 months Period Ended March 31, 2017
Revenue from Operations	28,398.61	122,524.90
Other Income	5,840.46	5,263.61
Total Income	34,239.07	127,788.51
Profit/(Loss) Before Finance Costs, Depreciation and Tax	(21,943.08)	16,035.47
Finance Costs	28,310.02	31,620.21
Depreciation and Amortization	8,148.45	9,550.73
Profit/(Loss) Before Tax	(58,401.55)	(25,135.47)
Tax Expenses	(5,761.18)	(4,335.30)
Profit/(Loss) for the Period	(52,640.37)	(20,800.17)

The previous financial year was for 15 months commencing from January 1, 2016 to March 31, 2017 and the current financial period is of 12 months commencing from April 1, 2017 to March 31, 2018, hence, the figures are not comparable. Further, the figures for the financial period ended March 31, 2017 are restated pursuant to implementation of the Indian Accounting Standards (IND-AS).

Ministry of Corporate Affairs (MCA) vide its notification in the Official Gazette dated February 16, 2015 has issued Companies (Indian Accounting Standards) Rules, 2015. Accordingly, in compliance with the said Rules, the Standalone and Consolidated Financial Statements of the Company for the Financial Year 2017-18 have been prepared as per Indian Accounting Standards.

During the year under review, a petition was filed on January 1, 2018, by State Bank of India under Section 7 of the Insolvency & Bankruptcy Code, 2016. The said petition is pending before the Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai.

### OPERATIONS

#### CONSUMER ELECTRONICS & HOME APPLIANCES:

The period under review was marked by various challenges in both external and internal environment. There were persistent severe strains on the working capital and accordingly there was considerable decline in the level of operations of the company. The performance of the Company was also impacted on various grounds inter-alia including decline in sales due to GST introduction, stiff competition. The manufacturing activity of Glass shell division which manufactured panels and funnels used in Colour Picture Tubes of Colour Television has been suspended from July 2017 due to poor demand.

The referral of the Company to National Company Law Tribunal under the Insolvency and Bankruptcy Code, 2016, as amended, had a severe impact on the perceptions of the dealers/customers on account of un-certainty of the after sales services etc., forcing the Company to offer additional discounts and incentives resulting in losses.

#### OIL & GAS:

The Company continues to explore more and more opportunities in Oil and Gas sector. In the year 2017, the United States confirmed its growing status as an energy exporter due to vastly increased production of oil by United States of America from its shale oil basis. The global market has felt the tightness in oil supply. OPEC and allied nations started to make output cuts. The cuts extended by OPEC in November 2016 helped the oil prices to rise above and remain above the psychological mark of USD 50/bbl. During the year under review, the average price of crude oil was around USD 56/bbl to USD 58/bbl.

#### TELECOM:

During the period under review, Videocon Telecommunications Limited (VTL), a subsidiary of the Company, continued to offer National Long Distance (NLD) Services and commercial services under International Long Distance (ILD).

#### INSURANCE:

In March 2018, the Company has sold its entire equity stake in Liberty Videocon General Insurance Company Limited ("Liberty Videocon"), an Insurance Joint Venture Company promoted by Videocon Industries Limited and Liberty Mutual Insurance Group. The Company was holding 51.32% of the share capital of Liberty Videocon. Post the said divestment, the Company ceased to be the Indian Promoter of Liberty Videocon.

### CHANGE IN THE NATURE OF BUSINESS

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

### DIVIDEND

In view of the loss incurred by the Company, the Board of Directors does not recommend any dividend for the financial period ended March 31, 2018.

### TRANSFER TO RESERVES

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

### TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review the Company has transferred unclaimed dividend of Rs. 2.02 Million for the financial year 2008-09, to Investor Education and Protection Fund.

### ISSUES/ALLOTMENT

During the year under review, the Company has not issued/ allotted any Equity Shares. As on the end of financial year, Foreign Currency Convertible Bonds (Bonds) amounting to US\$ 75.20 Million which are due on December 31, 2020, were outstanding.

### DEPOSITS

Your Company has not accepted any Fixed 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, OCCURRED AFTER THE BALANCE SHEET DATE AND AS AT THE DATE OF SIGNING THIS REPORT

Except for the reference of the Company to the Hon'ble Company Law Tribunal, there are 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 of 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 4 and 38 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 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Indian Accounting Standards (Ind AS).

The Policy on Related Party Transactions as approved by the Board is uploaded on the Company's weblink at <http://www.videoconindustriesltd.com/Documents/Related%20Party%20Transaction%20Policy.pdf>

## SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, Videocon General Insurance Company Limited ceased to be Joint Venture/Subsidiary of the Company. Further, Chattisgarh Power Ventures Private Limited, Proficient Energy Private Limited and Applied Energy Private Limited ceased to be Subsidiary of the Company.

As on March 31, 2018, your Company had 22 subsidiaries (including step down subsidiaries) viz., Electroworld Digital Solutions Limited (Formerly: Videocon International Electronics Limited), Jumbo Techno Services Private Limited, Middle East Appliances LLC, Pipavav Energy Private Limited, Prosperous Energy Private Limited, Senior Consulting Private Limited, Videocon Australia WA-388-P Limited, Videocon Brasil Petroleo Ltda., Videocon Brasil Ventures B.V., Videocon Easypay Private Limited (Formerly: Datacom Telecommunications Private Limited), Videocon Electronics (Shenzhen) Limited, Videocon Energy Brazil Limited, Videocon Energy Limited, Videocon Global Limited, Videocon Hydrocarbon Holdings Limited, Videocon Hydrocarbon Ventures B.V., Videocon Indonesia Nunukan Inc., Videocon International Cööperatie U.A., Videocon JPDA 06-103 Limited, Videocon Mauritius Energy Limited, VOVL Limited (Formerly: Videocon Oil Ventures Limited) and Videocon Telecommunications Limited.

The Joint Ventures of the Company are Videocon Infinity Infrastructures Private Limited and IBV Brasil Petroleo Limitada. Further, Unity Power Private Limited ceased to be the Associate of the Company. The associate company of the Company as at the end of financial year is Radium Appliances Private Limited and VISPL LLP.

The details of subsidiaries (including step down subsidiaries)/joint ventures/associate companies including the details of performance and financial positions of each of the subsidiaries/joint ventures/ associates are given in Form AOC-1 which is annexed to Financial Statement.

As per the provisions of the Companies Act, 2013, your Company has provided the Consolidated Financial Statements as on March 31, 2018. The Financial Statements of the subsidiaries/ joint ventures/ associate companies will also be available for inspection during the business hours at the Registered Office of your Company and the respective subsidiaries/ joint ventures/ associate companies.

The Annual Report of your Company does not contain full financial statements of the subsidiary companies. However, the Company shall make available the audited annual accounts and related information of the subsidiary companies, upon request by any Member of your Company and the same are displayed on the Company's website viz. [www.videoconindustriesltd.com](http://www.videoconindustriesltd.com).

## COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has in place the Nomination and Remuneration Committee. The Company has further formulated the Nomination and Remuneration Policy on directors' appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of directors. The other details form part of the Corporate Governance Report.

## EMPLOYEES REMUNERATION

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the Board's Report include a statement showing the names of top ten employees and every employee who was in receipt of remuneration in excess of the limits prescribed under the said rules. The information as per Rule 5(1) & Rule 5(2) forms part of this report. However, as per first proviso to section 136(1) of the Act, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars under Rule 5(1) & Rule 5(2) of the said rules. Any member interested in obtaining the said statement may write to the Company Secretary at the Registered Office of the Company.

## CONSERVATION OF ENERGY

Energy conservation is an effort made to reduce the consumption of energy by using less of an energy service. This can be achieved by two means i.e., either by using energy more efficiently or by reducing the amount of usage. Your company gives utmost importance to the conservation of energy. Some of the measures undertaken by the Company for the conservation of energy are:

- Monitoring of power consumption on daily basis.
- Installation of Roof top solar plant to ensure green energy generation.
- Training and education to the employees and workmen in relation to energy conservation and reduction of misuse of electricity.
- Replacement of old and outdated luminaries by highly efficient LED's.
- Increasing productivity of manufacturing unit to minimize KWH/ product.
- Installation and usage of energy saving lighting arrangement on roads and inside the manufacturing facilities.
- Replacement of obsolete high power consuming products by Star rated projects with high energy efficiency.

The adoption of the above energy conservation measures have helped Company to curtail the proportionate increase in total energy usage consequent to overall increase in production. This has made it possible for the Company to maintain cost of production at optimum levels.

## RESEARCH & DEVELOPMENT; TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

New product design and development is a crucial factor in the survival of a company. In an industry that is changing fast, the companies must continually revise their design and range of products. This is necessary due to continuous technology change and development as well as other competitors and the changing preference of customers. In order to compete with the ever changing market and to fetch the benefits of technological advancement, your Company has set up a dynamic and active R&D Centre. The R&D Centre has qualified staff working continuously on new products, process etc.

R&D involves constant revitalization of knowledge and expertise and could result in developments such as:

- Improvement in the operational process;
- Maintenance as well as improving the quality;
- New / Improved products;
- Cost Reduction;
- Meeting the changing social and environmental needs; and
- Meeting the changing requirements of customers.

**R & D activities carried out in various consumer electronics products and benefits derived from these activities:**

- Engaged in Internet of Things (IoT) technology, which will delight the customers by creating a web of seamless connectivity between TV and other home appliances.
- Introduced various range of TVs/UHD TVs inter-alia including features such as "Liquid Luminous Technology" which greatly enhances picture quality; 98" UHD TV through which customers can experience theatrical ambience in the convenience of their homes; mobile audio features; and E Share features.
- Changes in the Product cooling system and upgraded electrical parts from safety point of view for the entire range of direct cool refrigerators.
- Up-gradation across various ranges of frost free refrigerators.
- Introduced various range of Digi/Alpha Series of washing machines.
- Aryabot AC development; Solar AC development; Non CFC – Refrigerant AC development; Inverter AC development; and G mark and CB approved air-conditioner models for export.
- Introduced various range of mobile phones.

**Future plan of action:**

In near future, the Company shall focus on environment friendly products with latest technologies which could offer better products in the domestic as well as international market. The Company has the following plans through R&D:

- To focus on the picture quality with rich, vibrant colors, remarkable brightness, and a higher range of colors endowed with deeper blacks and brighter whites that can be enjoyed by our customers within value for money.
- Continue to engage in Internet of Things (IoT) technology, which will delight the customers by creating a web of seamless connectivity between TV and other home appliances.
- Cost reduction projects through new innovative design ideas across both frost free and direct cool refrigerators
- To bring in washing machines with excellent wash performance alongside Energy and water efficient designs catering to environment benefits and value for money for our customers.
- Introduction of Inverter compressor to the existing frost free refrigerator series.
- Product development with new refrigerant and reduction in Global warming potential.
- Energy efficient AC development as per the new ISEER rating norms.
- Improved Satellite controlled model with support by IOS and Android technology.

During the period under review, the Company has incurred ₹ 3.75 Million representing 0.01% of the turnover towards recurring R&D expenses.

**FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars of Foreign Exchange Earnings and Outgo during the financial period ended on March 31, 2018 are set out hereunder:

(₹ In Million)

Particulars	Financial Year ended March 31, 2018	15 months Period ended March 31, 2017
Foreign Exchange Earnings	5,134.35	10,462.73
Foreign Exchange Outgo	9,268.37	32,127.50

**RISK MANAGEMENT POLICY OF THE COMPANY**

The Company has in place the Risk Management Policy to identify the risk elements and manage, monitor and report on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company has proper confidentiality and privacy policies to control risk elements. The Company has, wherever required, taken insurance policies to protect the property, assets etc.

The Company has formed Risk Management Committee. The scope and composition of the Committee forms part of the Corporate Governance Report. Further, the members of the Risk Management Committee and the senior management personnel review the Risk Management Policy periodically and discuss and mitigate the identified risks from time to time.

**CORPORATE SOCIAL RESPONSIBILITY POLICY**

Corporate Social Responsibility (CSR) has been a commitment at the Company and forms an integral part of our activities.

We are focusing on identifying and motivating the skills of the physically challenged youth and helping them to enhance them. This is based on the belief that growth and development are effective only when they result in wider access to opportunities and benefit a broader section of society.

The Company has formed a CSR committee in terms of the provisions of Section 135 of the Companies Act, 2013 and Rules made there-under read along with Schedule VII of the Act. The scope and composition of the committee forms part of the Corporate Governance Report.

Further, since the average net profit for the three immediately preceding financial years was negative, the Company has not made any CSR expenditure in specific.

**HEALTH & SAFETY**

Safety is an area of paramount importance in our Company. A well-defined occupational health and safety management system is in place to ensure the safety of employees, workforce as well as equipment and machinery. Our Company continues to exhibit a robust assurance towards Safety, Health and Environment during the period under review.

Apart from the health and safety measures to be adopted under various regulatory requirements, the following Health & safety initiatives which were adopted in the past were continued to be under implementation in the year under review:

- Regular counseling and medical checkups to ensure fitness of its employees.
- Arrangements at manufacturing plants for ensuring safety and absence of risks to health in connection with the use, handling, storage and transport of articles and substances.
- To create mass awareness among all workers celebrated Safety promotional activities like – National safety week, Fire service week, Electrical safety Week.
- Established a CCTV control room in respective shop floors areas for the close monitoring of safety and Emergency purpose.
- Fire extinguisher (Ball type) to attend immediate small fire in case of emergency.
- Fire Demonstration kit and training to all employees and workmen.
- Display of all Emergency Exit and Evacuation plan in auto glow board at shop floors.
- Installed safe loader instrument to EOT crane at Molding division to avoid crane accident at shop floor area.
- Additional stopper provided in LOT crane to ensure crane will halt in specified location.
- Installation of LPG gas detector at paint shop in LPG gas bank area.
- Defined the fire points at high hazard area (Zone-0).
- Displayed Material Safety Data Sheet Matrix at High Hazard and Zero Zone area; and at chemical storage area as per Rule 73-M from Maharashtra Factory Rules 1963.