SHREE DHOOT TRADING AND AGENCIES LIMITED

Regd. Office: 2275, Adat Bazar, Ahmednagar – 414 001

September 18, 2013

The Managing Director
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai - 400 001
India

The Managing Director
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051
India

Dear Sir/Madam,

Sub: Notice of Offer for Sale ("OFS") of equity shares of Videocon Industries Limited (the "Company") by a constituent of its Promoter Group, Shree Dhoot Trading AndAgencies Limited (hereinafter referred to as the "Selling Shareholder"/"Seller") through stock exchange mechanism (the "Notice").

Shree Dhoot Trading And Agencies Limited (the **"Seller"**) is a constituent of the promoter group of the Company. The Seller proposes to sell an aggregate of 18,00,000(Eighteen Lakh) equity shares of Rs. 10/-each (the **"Sale Shares"**) representing 0.6149% of the equity share capital of the Company (excluding the Shares held by Custodians and against which Depository Receipts have been issued) as on the date of this notice i.e. on September 18, 2013, exclusively through the Seller's broker viz. KJMC Capital Market Services Limited on the separate window provided by the BSE Limited **("BSE")** and The National Stock Exchange of India Limited **("NSE")** (BSE and NSE collectively referred as **"Stock Exchanges"**) for this purpose (such sale referred hereinafter as the **"Sale"**) in terms of circular number CIR/MRD/DP/18/2012 dated July 18, 2012 notified by the Securities and Exchange Board of India **("SEBI")** on "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism **("SEBI OFS Circular")**, as amended by circular number CIR/MRD/DP/04/2013 dated January 25, 2013 and Circular no. CIR/MRD/DP/17/2013 dated May 30, 2013 read with Section 21 of the Master Circular for Stock Exchange - Cash Market (No. CIR/MRD/DP/14/2013) dated April 17, 2013 (the **"SEBI Circulars"**), the notice number 20120222-34 dated February 22, 2012, notice number 20120228-30 dated February 28, 2012, notice number 20120727-26 dated July 27, 2012 and notice number 20130129-23 dated January 29,2013 issued by BSE and the circular reference number 52/2012 dated August 2, 2012, circular reference number 005/2013 dated January 30, 2013 and circular reference number 52/2013 dated May 30, 2013, issued by NSE**("Stock Exchanges Circulars")**.

The information required to be announced under Clause 5(b) of the SEBI OFS Circular is set out below in tabular format. Other important information in relation to the Sale is set out below under the heading **"Important Information"**, and the information included therein forms an integral part of the terms and conditions of the Sale. Brokers and prospective buyers are required to read the information included in this Notice in its entirety along with the SEBI and Stock Exchanges Circulars.

1.	Name of the seller(s) (promoter/ promoter group)	Shree Dhoot Trading And Agencies Limited
2.	Name of the company whose shares are proposed to be sold and ISIN	Videocon Industries Limited (BSE Code: 511389; NSE Code: VIDEOIND) ISIN: INE703A01011

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3.	Names of the Stock Exchanges where the orders shall be placed	BSE and NSE
4.	Name of the Designated Stock Exchange**("DSE")**	BSE
5.	Date and time of the opening and closing of the offer	The Sale shall take place on a separate window of the Stock Exchanges and shall commence on September 24, 2013 at 09.15 a.m. (Indian Standard Time) and shall close the same day at 03.30 p.m. Indian Standard Time **("Sale Date").**
6.	Allocation methodology	The allocation shall be on a "price-priority" basis at multiple clearing prices (the **"Clearing Prices"**) in accordance with the SEBI Circulars. A minimum of 25% of the Sale Shares being offered shall be reserved for allocation to Mutual Funds registered with SEBI under SEBI (Mutual Funds) Regulations 1996, as amended **("Mutual Funds")**and Insurance Companies registered with the Insurance Regulatory and Development Authority under the Insurance Regulatory and Development Authority Act, 1999, as amended **("Insurance Companies")** subject to receipt of valid bids or orders at or above the Floor Price. In the event of any under-subscription by Mutual Funds and Insurance Companies, the unsubscribed portion shall be available to the other Bidders. No allocation will be made in case of orders/bids are below Floor Price. No single Bidder other than Mutual Funds and Insurance Companies shall be allocated more than25% of the size of Sale.
7.	Number of shares being offered for sale	18,00,000 equity shares of Rs. 10/- each **("Sale Shares")** constituting 0.6149% of the equity share capital of the Company (excluding the Shares held by Custodians and against which Depository Receipts have been issued).
8.	Maximum number of shares that the seller may choose to sell over and above the offer made at point 7 above.	NIL
9.	Name of the broker(s) on behalf of the Seller**(the "Seller's Broker")**	KJMC Capital Market Services Limited BSE Member ID: 0196 NSE Member ID: 07199
10.	Date and time of declaration of Floor Price **(the "Floor Price")**	The Seller shall declare the Floor Price for the sale on September 23, 2013, after the closing of trading hours of the Stock Exchanges and not later than 7.00 p.m. Indian Standard

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		Time.
11.	Conditions for withdrawal of the sale	The Seller reserves the right not to proceed with the sale at any time prior to the opening of the Sale on the Sale Date. In such a case there will be a cooling off period of 10 trading days from the date of withdrawal before another offer for sale is made again. BSE and NSE shall suitably disseminate details of such withdrawal.
12.	Conditions for cancellation of the sale	In the event (i) the aggregate number of the orders received in the Sale at or above the Floor Price is less than the total number of Sale Shares being offered for the Sale or (ii) of any default in settlement obligations, the Sellers reserve the right to either conclude the Sale to the extent of valid bids/orders or cancel the Sale in full. The decision to either accept or reject the Sale shall be at the sole discretion of the Seller.
13.	Conditions for participating in the sale	1. The following orders shall be valid: (i) Orders/bids with 100% margin paid upfront by institutional investors and non-institutional investors. (ii) Orders/bids without upfront margin placed by institutional investors only. Institutional investors shall have the option to place orders/bids without an upfront margin. 2. In case of institutional investors who place orders/bids with100% upfront margin, custodian confirmation shall be completed within trading hours. 3. In case of institutional investors who place orders/bids without upfront margin, custodian confirmation shall be completed as per the existing rules for secondary market transactions. 4. The funds collected shall neither be utilized against any other obligation of the trading member nor co-mingled with other segments. 5. Modifications or cancellation of orders/bids would be allowed during the duration of the offer only for: (i) Orders placed by institutional investors and non-institutional investors by depositing 100% of the margin upfront can be modified or cancelled at any time during the trading hours. (ii) Orders placed by institutional investors at the time of bidding in the Sale without paying any upfront margin cannot be cancelled or modified by the institutional investors or stock brokers, except for making upward revision in the price or quantity. 6. Cumulative bid quantity will be made available online to the market throughout the trading session at specific intervals in respect of orders with 100%upfront margin and separately

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		in respect of order without any upfront margin. 7. Indicative price will be disclosed to the market throughout the trading session. The indicative price will be calculated based on all valid bids/orders. 8. The investors shall also be liable to pay any other fees as may be levied by the BSE and the NSE, including Securities Transaction Tax. 9. In case of any permitted modifications or cancellation of the bids/orders by investors, the funds shall be released/collected on a real time basis by the clearing corporation. 10. In case of any default in pay-in by any investor, an amount equal to 10% of the order value shall be charged as penalty from such investor and collected from the broker. Such amount shall be credited to the Investor Protection Fund of the Stock Exchange. 11. Multiple orders from a single buyer shall be permitted. 12. The orders/bids shall be placed during trading hours.
14.	Settlement	1. Settlement shall take place on trade for trade basis. For non-institutional investors and institutional investors who place orders with 100% upfront margin, settlement shall take place on T+1 (T being the date of Sale i.e. September 24, 2013 and T+1 being September 25, 2013) in accordance with the SEBI and Stock Exchanges Circulars. 2. In the case of institutional investors who place bids without payment of any upfront margin, settlement shall be as per the existing rules for secondary market transactions (i.e. on T+2 being September 26, 2013).

Important Information

The OFS is personal to each prospective buyer (including individuals, funds or otherwise) registered with the brokers of the Stock Exchanges who makes a bid (each a **"Bidder"**) and neither the OFS nor this Notice constitutes an offer to sell or invitation or solicitation of an offer to the public or to any other person or class of persons requiring any prospectus or offer document to be issued, submitted or filed with any regulatory authority within or outside India.

The OFS is being carried out in accordance with the SEBI OFS Circulars and subject to the circulars, rules and regulations of the Stock Exchanges. This is not a public offer of the Sale Shares in India under the Companies Act, 1956, or as may be amended or substituted from time to time (the **"Companies Act"**) or any other jurisdiction. Accordingly, no documents have been or will be prepared as a "prospectus" or an offer document under the Companies Act, or the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, or registered or submitted for approval with the Registrar of Companies, the SEBI, the Stock Exchanges or any other regulatory or listing authority in India or any other jurisdiction, and no such document will be circulated or distributed to any person in India or any other jurisdiction. The information/ commitments given to buyers are given solely on the basis of publicly available



information together with the information contained in this Notice, and any information available on the Stock Exchanges or with SEBI previously published by the Company. The OFS is subject to the further terms set forth in the contract note to be provided to the prospective successful bidders.

This Notice is for information purposes only and is neither an offer nor invitation to buy or sell nor a solicitation of an offer to buy or sell any securities, nor shall there be any sale of securities in any jurisdiction **("Other Jurisdiction")** in which such offer, solicitation or sale is or may be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This Notice and the information contained herein are not for publication or distribution, directly or indirectly, to persons in any Other Jurisdiction unless permitted pursuant to an exemption under the relevant local law or regulation in such Other Jurisdiction. Prospective purchaser should seek appropriate legal advice prior to participating in the OFS.

This Notice is not for publication or distribution wholly or in part into the United States, and is not an offer for sale within the United States of any equity shares or other securities of the Company Securities may not be offered or sold in the United States in the absence of registration under the U.S. Securities Act of 1933, as amended **(the "Securities Act")**, unless exempt from registration under the Securities Act. The Sale Shares will be offered only outside the United States in offshore transactions pursuant to Regulation S under the Securities Act **("Regulation S")**. Purchasers of OFS Shares are hereby advised that any resale of such shares must be made in accordance with an available exemption from the registration requirements under U.S. securities laws.

By submitting a bid in connection with the OFS or receiving the Sale Shares, each Bidder and any broker acting on such Bidder's behalf will be deemed to have (a) read and understood this Notice in its entirety, (b) accepted and complied with the terms and conditions set out in this Notice, (c) represented, agreed and acknowledged that such Bidder is, and at the time the Sale Shares are purchased, will be, (i) the beneficial owner of such Sale Shares, (ii) located outside the United States (within the meaning of Regulation S), (iii) purchasing such Sale Shares in an offshore transaction pursuant to Regulation S, and (iv) not a promoter/part of the promoter group of the Company or an affiliate of the Company or a person acting on behalf of such an affiliate.

By submitting a bid on behalf of a Bidder in connection with the OFS, each broker will also be deemed to have represented, agreed and acknowledged that it is located outside the United States and that none of the broker, its affiliates or any person acting on its or their behalf (a) has offered or will offer and sell the Sale Shares in the United States, or (b) has engaged or will engage in any directed selling efforts with respect to the Sale Shares (within the meaning of Regulation S) in connection with the offer or sale of the Sale Shares.

Thanking you,

Yours faithfully,

For **SHREE DHOOT TRADING AND AGENCIES LIMITED**

Patil

Authorised Signatory
Name: Suresh Patil
Designation: Director

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