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MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF VIDEOCON INDUSTRIES LIMITED HELD ON SATURDAY, 28TH DECEMBER, 2013 AT THE REGISTERED OFFICE OF THE COMPANY AT 14 K.M. STONE, AURANGABAD – PAITHAN ROAD, VILLAGE CHITTEGAON, TALUKA PAITHAN, DISTRICT AURANGABAD – 431 105 AT 11:30 A.M.

PRESENT:

Mr. Radhey Shyam Agarwal - Director and Chairman of Audit Committee

SECRETARY:

Mr. Vinod Kumar Bohra - Company Secretary

ALSO PRESENT:

Representatives of Kadam & Co., and Khandelwal Jain & Co., Chartered Accountants, Statutory Auditors and Chief Financial Officer.

QUORUM:

80 Members were present (including 50 Members in person, 30 Representatives of Bodies Corporate) and 52 Members were represented by their proxies.

CHAIRMAN:

Pursuant to the provisions of Article 85 of the Articles of Association of the Company, Mr. Radhey Shyam Agarwal, Director and Chairman of Audit Committee, being unanimously elected as the Chairman of the Meeting, presided over the Meeting.

The Chairman welcomed the Members to the Meeting and after ascertaining that the requisite quorum for the Meeting was present, he called the Meeting to order.

Mr. Vinod Kumar Bohra, Compay Secretary, informed the Members that the following documents were available for inspection during the continuance of the Meeting:

- Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956;
- Register of Members;
- Minutes Book of the General Meeting;
- Audited Accounts of the Company and all its subsidiaries;

- Notice of the Meeting and Report of the Directors and Auditors thereon; and
- Attendance Register and Proxy Register

The Chairman apprised the Members about the overall performance of the Company during the period under review.

The Chairman thanked the customers, employees, shareholders, Financial Institutions, Bankers, Business Partners and Government Authorities for their continued support.

The Notice convening the 24th Annual General Meeting together with the Explanatory Statement, the Audited Accounts for the period ended 30th June, 2013 and the Director's Report, having already been circulated to the Members, was taken as read with the general consent of the Members present.

The Auditors' Report for the period ended 30th June, 2013, was read by the Company Secretary.

With the permission of Chairman, the Company Secretary proceeded with the Agenda of the Meeting.

ORDINARY BUSINESS:

1. **CONSIDERATION AND ADOPTION OF THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE PERIOD YEAR ENDED 30TH JUNE, 2013 AND THE BALANCE SHEET AS AT THAT DATE, TOGETHER WITH THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON:**

   The Chairman once again briefed the Members about overall performance of the Company *inter-alia* including various segments viz:

   a) Consumer Electronics & Home Appliances
   b) Oil & Gas
   c) Power
   d) Telecom
   e) Insurance

   The Chairman also briefed about the financial performance of the Company for the accounting period ended 30th June, 2013.

Before putting the Resolution to vote, the Chairman invited the Members to offer their comments, observations, suggestions on the Accounts. The Chairman responded to the queries raised by the Members to their satisfaction.

Further, the Members:

- Appreciated the gesture of promoters by distributing the dividend only to the Non-Promoter Shareholders.

- Appreciated and congratulated for Share Sale & Purchase Agreement, executed at Singapore, between Videocon Mauritius Energy Limited and ONGC Videsh Limited and Oil India Limited for sale of its 100% stake in Videocon Mozambique Rovuma 1 Limited and sought the current status of the transaction.

- Suggested for distribution of interim dividend.

The Chairman thanked the Members for their kind words and appreciation and stated that the suggestions are taken care of and shall definitely be placed before the Board. The Chairman also apprised about the status of the Mozambique transaction.

Mr. Rajesh Jhawar, Member, (Client ID No. 1302190000011501) proposed the following resolution and Mr. Suresh Zawar, Member (DP ID No./ Client ID No. - IN300450/80109711) seconded the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** the Audited Statement of Profit and Loss for the period ended 30th June, 2013 and the Balance Sheet as at that date, together with the Report of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

Thereafter, the resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

2. **DECLARATION OF DIVIDEND ON PREFERENCE SHARES:**

The Chairman informed the Members that the Directors of the Company were pleased to recommend a dividend of 8.00% on Preference Shares for the consideration of Members. The Preference Dividend, if approved by the Members, will entail a payout of Rs. 27.68

Million towards Preference Dividend and Rs. 4.70 Million towards Dividend Distribution Tax. The Dividend is free of tax in the hands of the preference shareholders.

Mr. Milan Bhatia, Member, (Client ID No. – 1207490000001432 and 1201090001192331) proposed the following resolution and Mr. J. Srinivasulu, Member, (300351-70040899) seconded the same as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** a dividend at the rate of 8.00% per Preference Share as recommended by the Board of Directors for the period ended 30th June, 2013, be and is hereby declared."

Thereafter, the resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

3. DECLARATION OF DIVIDEND ON EQUITY SHARES:

The Chairman apprised the Members about the Company's policy to pay sustainable dividend besides keeping in view the Company's need for capital, its growth plans and the intent to finance such plans through internal accruals. Considering the said policy, the Directors of the Company are pleased to recommend a dividend of Rs. 2/- (Rupees Two only) per equity share, to the Non-Promoter Shareholders for the period ended 30th June, 2013, for the consideration of Members. The dividend, if approved by the shareholders will entail a payout of Rs. 232.55 Million including Dividend Distribution Tax of Rs. 33.78 Million. The Dividend will be paid to those Members whose names appear in the Register of Members of the Company as on Monday, 16th December, 2013, holding shares in physical form and to the shareholders holding shares in dematerialised form as at the close of business hours on Saturday, 14th December, 2013 and in respect of those holding the beneficial ownership as has been furnished by the Depositories. The dividend is free of tax in the hands of the Shareholders.

Mr. Sunil Zawar, Member, (Client ID No. – 1302190000091994) proposed the following resolution and Mr. Milan Bhatia, Member, (Client ID No. – 1207490000001432 and 1201090001192331) seconded the same as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** a dividend at the rate of Rs. 2/- (Rupees Two Only) per Equity Share to the Non-Promoter Shareholders (Public Shareholders) be and is hereby declared, on the Equity Shares of Rs. 10/- each fully paid-up in the paid-up capital of the Company to all the Non-Promoter Shareholders who hold shares in physical form and whose names appear in

the Company's Register of Members on Monday, 16th December, 2013 and to shareholders who hold shares in electronic form as at the closure of business hours on Saturday, 14th December, 2013 or to their mandates."

Thereafter, the resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

4. **RE-APPOINTMENT OF MR. ANIL G. JOSHI, AS DIRECTOR LIABLE TO RETIRE BY ROTATION:**

The Chairman informed the Members that in terms of the provisions of Section 255 of the Companies Act, 1956, Mr. Anil G. Joshi, Director of the Company, is liable to retire by rotation at this Annual General Meeting. Being eligible, he has offered himself for re-appointment.

The Chairman further informed that Mr. Anil G. Joshi, Director of the Company, is M.Sc Physics/Electronics, P. G. Diploma- Business Management, C.A.I.I.B (Part I). He has over 36 years of experience and has worked with the Bank of Maharashtra. He was an Executive Director of Indian Bank and retired as the Chairman and Managing Director of Dena Bank. His re-appointment will be beneficial for the growth and development of the Company.

Mr. Suresh Salunke, Member, (Folio No. -00414432) proposed the following resolution and Mr. Vasudeo Dikshit, Member (Folio No. - 00463612) seconded the same as an **ORDINARY RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Section 255, 256 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of the Articles of Association of the Company, Mr. Anil G. Joshi, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

5. RE-APPOINTMENT OF S. PADMANABHAN, AS DIRECTOR LIABLE TO RETIRE BY ROTATION:

The Chairman informed the Members that as per the provisions of Section 255 of the Companies Act, 1956, Mr. S. Padmanabhan, Director of the Company is liable to retire by rotation at this Annual General Meeting. Being eligible, he offers himself for reappointment.

The Chairman further informed that Mr. S. Padmanabhan, Ex IAS, has more than 22 years of experience as advisor and consultants to various corporate. His re-appointment will be beneficial for the growth and development of the Company.

Mr. Devidas Paithankar, Member, (DP ID No. / Client ID No. – IN300450/80329678) proposed the resolution and Mr. Pradip Barpute, Member, (Client ID No. – 1201130000105362) seconded the same as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 255, 256 and other applicable provisions, if any, of the Companies Act, 1956 and the provisions of Articles of Association of the Company, Mr. S. Padmanabhan, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

Thereafter, the resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

6. APPOINTMENT OF STATUTORY AUDITORS:

The Chairman informed the Members that M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai and M/s. Kadam & Co., Chartered Accountants, Ahmednagar, the retiring auditors of the Company, being eligible, have offered themselves for re-appointment as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

The Chairman further informed that the Company has received certificate from the Auditors stating that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956.

Mr. Mansukhlal P. Surpuriya, Member (DP ID No. / Client ID No. -IN300450/80149608) moved the following resolution and Mr. Sunil Sanap, Member, (Folio No. - 00414747) seconded the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** M/s. Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W) and M/s. Kadam & Co., Chartered Accountants, (Firm Registration No. 104524W) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

The resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

SPECIAL BUSINESS

7. **ISSUE OF EQUITY SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS FOR AN AMOUNT NOT EXCEEDING RS. 5,000 CRORES, AT AN APPROPRIATE TIME, BY WAY OF FOLLOW ON ISSUE, PRIVATE PLACEMENT BASIS, QUALIFIED INSTITUTIONAL PLACEMENT BASIS, AMERICAN DEPOSITORY RECEIPTS (ADRS), GLOBAL DEPOSITORY RECEIPTS (GDRS), FOREIGN CURRENCY CONVERTIBLE BONDS (FCCBS) OR ANY OTHER MODE OR MECHANISM, SUBJECT TO NECESSARY APPROVAL AND CONSENT:**

The Chairman informed that the Company is evaluating different proposals to mobilize the funds, as and when required including by way of issue of debt instrument and instruments convertible into equity shares. The Company may, at an appropriate time, decide to augment its capital base. Accordingly, it is proposed to seek shareholders' 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 Rs. 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.

In terms of Section 81(1) of the Companies Act, 1956, in the event of a Public Company proposing to increase its subscribed capital by way of allotment of further shares in the circumstances specified therein, it is required to offer such further shares to its existing equity shareholders in the proportion of their respective equity shareholdings in the Company. Pursuant to Section 81(1A) of the Companies Act, 1956, a Public Company may offer its shares in any manner whatsoever to persons other than those mentioned in Section 81(1) of the Companies Act, 1956, if a special resolution to that effect is passed.

Mr. Mukund Murlidhar, Member, (Folio No. - 00323926) moved the following resolution and Mr. Nandkumar Zawar, Member, (Client Id No. - 1302190000092001) seconded the following resolution as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, (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, the notifications issued by the Reserve Bank of India ("RBI") and other applicable laws, listing agreements entered into by the Company with the stock exchanges where the 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, Reserve Bank of India, Securities and Exchange Board of India ("SEBI") and all other concerned authorities (hereinafter singly or collectively referred to as the "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 (herein after 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 authorised 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 Rs. 5,000 Crores (Rupees Five Thousand Crores Only) or its equivalent foreign currency, inclusive of premium through a follow-on public offering ("FPO") to eligible investors, or through Global Depository Receipts ("GDRs"), American



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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 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")/Mutual Funds/Pension 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, 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 the Relevant Date for determining the pricing of the Securities or issue of Equity Shares underlying the GDRs/ADRs or securities issued on conversion of FCCBs is the date of the Meeting in which the Board decides to open the proposed issue or such date, if any, as may be notified by SEBI or the RBI or any Appropriate Authority from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Lead Manager(s), Co-Lead Manager(s), Manager(s), Adviso(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 authorised 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 Markets.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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 ranking *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 subject to the existing law and regulations, such Securities to be issued, that are not subscribed, during the currency of the warrants or option or any right entitling the holder of security to subscribe for Equity Shares or any OFIs, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with resident or non-resident/foreign investor(s) (whether institutions and/or incorporated bodies and/or individuals and/or trusts and/or otherwise)/("FIIs")/Qualified Institutional Buyers ("QIBs")/Mutual Funds/ Pension Funds/ Venture Capital Funds/ Banks and/or Employees and Business Associates of the

Company or such other person(s) or entity(ies) or otherwise, whether or not such investors are Members of the Company, as the Board may in its absolute discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository and custodian arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s)/ offer(s) or allotment(s) or otherwise and utilization of the issue proceeds and/ or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent that the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised 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."

The resolution was put to vote and on show of hands the same was passed unanimously.

The Chairman declared the resolution as passed.

8. VOTE OF THANKS:

There being no other business to transact, the Meeting concluded with a vote of thanks to the Chair.

DATE: 27th January, 2014
PLACE: Mumbai

Sd/-
CHAIRMAN

CERTIFIED TRUE COPY
For Videocon Industries Limited