

## NOTICE

**NOTICE** is hereby given that the Twenty-first Annual General Meeting of the Members of **VIDEOCON INDUSTRIES LIMITED** (the "Company") will be held on Tuesday, 30th March, 2010 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 12.00 Noon to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 30th September, 2009 and the Balance Sheet as at that date together with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mr. S. Padmanabhan who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Arun L. Bongirwar who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a director in place of Mr. Karun Chandra Srivastava who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), 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."

### SPECIAL BUSINESS

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
**"RESOLVED** that pursuant to the provisions of sections 198, 269, 309, 310, 311, 317, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (the 'Act') (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the approval of the Board of Directors of the Company (the 'Board') at its meeting held on 15th February, 2010, and subject to the approvals, permissions, sanctions, as may be required and terms and conditions, as may be prescribed by any of the Statutory Authorities in granting such approvals, permissions and sanctions, consent of the Company be accorded to the re-appointment of Mr. Venugopal N. Dhoot as Managing Director of the Company for a period of five years with effect from 01st September, 2010 to 31st August, 2015 on the terms and conditions as set out hereunder:

- a) Salary shall be Rs. 10,00,000/- (Rupees Ten Lakh only) per month.
- b) Commission shall be paid at the rate of 1% of the net profits of the Company for the financial year subject to the maximum as may be laid down by the Board of Directors from time to time.
- c) Perquisites:
  - i) Contribution to Provident Fund and Superannuation Fund singly or put together to the extent are not taxable under the Income Tax Act.
  - ii) Gratuity at the rate of one month's salary for each completed years of service.
  - iii) Leave with full pay as per the Rules of the Company, encashment of un-availed leave being allowed at the end of the tenure.
  - iv) Free furnished residential accommodation with gas, electricity, water and furnishings or un-furnished accommodation with gas, electricity and furnishings and Company's furniture on rental basis as per scheme applicable to Senior Executives of the Company.
  - v) Reimbursement of medical expenses incurred in India or abroad and including hospitalization, nursing home and surgical charges for himself and family.

- vi) Reimbursement of actual traveling expenses for proceeding on leave from Mumbai to any place in India and return there from once in a year in respect of himself and family.
- vii) Reimbursement of servant's salary, subject to maximum of two servants on a salary of upto Rs.2,000/- per servant per month.
- viii) Reimbursement of membership fees for clubs.
- ix) Personal accident insurance policy in accordance with the scheme applicable to senior employees.
- x) Free use of Company's car for Company's work as well as for personal purpose alongwith the driver.
- xi) Telephone at residence at Company's cost.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary, alter, increase, enhance or widen the scope of remuneration and perquisites to the extent specified in Schedule XIII and other applicable provisions, if any, of the Act, as amended, from time to time.

**RESOLVED FURTHER THAT** in the event of the Company not earning any profit / earning inadequate profits during any financial year during the currency of the tenure of Mr. Venugopal N. Dhoot, as Managing Director, the above remuneration be paid to him as minimum remuneration by way of salary subject to the following conditions:

- a) no Commission shall be paid;
- b) gratuity shall be allowed at a rate of 15 days' salary for every year of service; and
- c) the monetary value of perquisites at [iv] to [xi] above shall not exceed the permissible limits under Income Tax Act in any financial year.

**RESOLVED FURTHER THAT** Mr. Venugopal N. Dhoot be and is hereby entrusted with substantial powers of management and power to perform such functions, as set out in the draft of the agreement for appointment of Mr. Venugopal N. Dhoot as Managing Director of the Company, copy whereof duly initialed by the Chairman for the purpose of identification and is placed before the meeting.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorised to approve, finalise, sign and execute the agreement and such other documents, applications, returns and writings, as may be required in this regard and do all such acts, deeds and things, as may be necessary, for giving effect to this resolution."

**By order of the Board of Directors of  
VIDEOCON INDUSTRIES LIMITED**

Place: Mumbai  
Date : 27th February, 2010

**Vinod Kumar Bohra  
Company Secretary**

**Registered Office:**

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

**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under Item No. 7 is annexed hereto.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. In terms of the provisions of the Articles of Association of the Company, Mr. S. Padmanabhan, Mr. Arun L. Bongirwar and Mr. Karun Chandra

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Srivastava, Directors, retire by rotation at the ensuing Annual General Meeting. Being eligible, Mr. S. Padmanabhan, Mr. Arun L. Bongirwar and Mr. Karun Chandra Srivastava, have offered themselves for re-appointment. Further, the Board has approved re-appointment of Mr. Venugopal N. Dhoot as Managing Director for a period of 5 years with effect from 01st September, 2010 subject to necessary approval of the shareholders at the ensuing Annual General Meeting.

5. A brief resume of the directors seeking re-appointment, nature of their expertise in specific functional areas and names of the companies in which they hold directorship and membership/chairmanship of the Committees of the Board of Directors, particulars of shareholding, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India is appended to the notice. The Board of Directors of your Company commends their re-appointment.
6. For convenience of Members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
7. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio Number in the attendance slip for attending the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names shall be entitled to vote.
9. The date of Book Closure for the purpose of Annual General Meeting and determining the shareholders' entitlement for dividend shall be intimated to the Stock Exchange on or before 10th March, 2010. Further, the Company shall also intimate details of the Book Closure, by way of publication in one English daily newspaper circulating in the whole or substantially the whole of India and in one daily newspaper published in the language of the region, where the registered office of the company is situated. The date of Book Closure shall also be displayed on the website of the Company i.e. [www.videoconworld.com](http://www.videoconworld.com).
10. Pursuant to Sections 205A and 205C of the Companies Act, 1956, all dividends remaining unclaimed for seven years from the date they first became due for payment are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government under the amended provisions of the Companies Act, 1956. Members shall not be able to claim any unpaid dividend from the said Fund nor from the Company thereafter. It may be noted that unclaimed /unpaid dividend for the financial year ended September 2001-02 and thereafter shall be transferred to the IEPF, as and when due.
11. 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 Limited, Registrar and Transfer Agent of the Company, for consolidation into a single folio.
12. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct address. Members holding shares in electronic form are requested to notify their respective Depository Participant of any change in their addresses.
13. Non-Resident Indian Members are requested to inform MCS Limited, the Registrar & Transfer Agent of the Company, immediately of change in their residential status on return to India for permanent settlement; 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.
14. The equity shares of the Company are tradable compulsorily in electronic form and your Company has established connectivity with both the depositories i.e., National Securities Depository Limited and Central Depository Services (India) Limited. 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.
15. The 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 Annual General Meeting.

16. Members desiring any information as regards the Accounts are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the Meeting.
17. Investors may address their queries/communication at [secretarial@videoconmail.com](mailto:secretarial@videoconmail.com).
18. Members are requested to kindly bring their copies of the Annual Report to the Meeting.

By order of the Board of Directors of  
VIDEOCON INDUSTRIES LIMITED

Place: Mumbai  
Date : 27th February, 2010

Vinod Kumar Bohra  
Company Secretary

**Registered Office:**  
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### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

#### ITEM NO. 7

Mr. Venugopal N. Dhoot, Chairman and Managing Director of the Company, is a driving force behind the resounding success of Videocon Group.

He holds a Bachelor's degree in Engineering and has experience spanning over three decades in diversified fields and is one of the core promoters of the Company. He was appointed to the office of Managing Director for a period of 5 years with effect from 01st September, 2005.

The tenure of Mr. Venugopal N. Dhoot as Managing Director of the Company ends on 31st August, 2010. The Board of Directors of the Company has approved re-appointment of Mr. Venugopal N. Dhoot as Managing Director of the Company subject to the approval of shareholders at the ensuing Annual General Meeting.

The proposed remuneration is within the limits prescribed under Schedule XIII of the Companies Act, 1956. The Managing Director shall carry out all such duties as may be entrusted to him, from time to time, subject to the supervision of the Board of Directors. Subject to the provisions of Article 136 of Articles of Association of the Company and subject to the approval of the members at the ensuing Annual General Meeting, and also subject to the provisions of the Companies Act, 1956 in particular to the prohibitions and restrictions contained in Section 292 of the said Act, Mr. Venugopal N. Dhoot, as Managing Director, shall have the substantial powers of management and such additional power as may be entrusted or conferred upon him, by the Board, from time to time.

The re-appointment shall be for a period of 5 years with effect from 01st September, 2010. The proposed resolution is required to be passed as an Ordinary Resolution as required under the amended Schedule XIII to the Companies Act, 1956 and as such, the Board commends your approval.

A copy of the terms and conditions governing the appointment of Mr. Venugopal N Dhoot as Managing Director is available for inspection by the members during business hours on any working day before the date of Annual General Meeting and shall also be placed before the meeting for the approval of the members.

None of the directors, except Mr. Venugopal N. Dhoot and Mr. Pradipkumar N. Dhoot, are interested or concerned in this resolution.

By order of the Board of Directors of  
VIDEOCON INDUSTRIES LIMITED

Place: Mumbai  
Date : 27th February, 2010

Vinod Kumar Bohra  
Company Secretary

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