# Section 1: SC 13G (SCHEDULE 13G)

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

# **SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No. )\*

# Videocon d2h Limited

(Name of Issuer)

Equity Shares, par value 10 rupees per share (Title of Class of Securities)

92657J101\*\* (CUSIP Number)

December 31, 2015
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

**⊠** Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

\*\* This CUSIP number pertains to the Issuer's American Depositary Receipts, each representing four equity shares. Beneficial ownership information in this Schedule is provided with respect to equity shares.

CUSIP NO. 92657J101 <sup>1</sup>	Page 2 of 11	pag	es

1.	NAMES OF REPORTING PERSONS			
	Dome-Bell Electronics India Private Limited			
2.	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  □	
	. ,	,		
3.	SEC USE	ON	ILY	
4.	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION	
	Repu	blic	of India	
		5.	SOLE VOTING POWER	
	DED 05		0	
SH	BER OF ARES	6.	SHARED VOTING POWER	
	FICIALLY NED BY		50,418,400	
	ACH ORTING	7.	SOLE DISPOSITIVE POWER	
PE	RSON /ITH:		<b>0</b>	
	1111.	8.	SHARED DISPOSITIVE POWER	
			50,418,400	
9.	AGGREG	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	50,4			
10.	CHECK	IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □	
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	12.1	1%		
12.	TYPE OF	RE	PORTING PERSON (SEE INSTRUCTIONS)	
	СО			

This CUSIP number pertains to the Issuer's American Depositary Receipts, each representing four equity shares. Beneficial ownership information in this Schedule is provided with respect to equity shares.

CUSIP N	NO. 92657J101 <sup>1</sup>	Page 3 of 11 pages

1.	NAMES OF REPORTING PERSONS		
	Pradipkumar N. Dhoot		
2.	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) ) □
	()	(-	, <del>-</del>
3.	SEC USE	ON	LY
4.	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION
	Repu	blic	of India
		5.	SOLE VOTING POWER
			0
	BER OF ARES	6.	SHARED VOTING POWER
	FICIALLY NED BY		50,418,400
Е	ACH ORTING	7.	SOLE DISPOSITIVE POWER
PE	RSON		0
W	/ITH:	8.	SHARED DISPOSITIVE POWER
			50,418,400
9.	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	50,4	18.4	400
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □		
11.	DEDCEN	то	F CLASS REPRESENTED BY AMOUNT IN ROW (9)
11.	FERCEN	11 0	r CLASS REFRESENTED BY AMOUNT IN ROW (9)
	12.11%		
12.	TYPE OF	FRE	PORTING PERSON (SEE INSTRUCTIONS)
	IN		

This CUSIP number pertains to the Issuer's American Depositary Receipts, each representing four equity shares. Beneficial ownership information in this Schedule is provided with respect to equity shares.

CUSIP NO. 92657J101 <sup>1</sup>	Page 4 of 11 pages
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1.	NAMES OF REPORTING PERSONS			
	Venugopal N. Dhoot			
2.	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  □	
3.	SEC USE	E ON	VLY	
4.	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION	
	Repu	_	c of India SOLE VOTING POWER	
		5.	SOLE VOTING POWER	
NUN	men or		12,336	
	IBER OF IARES	6.	SHARED VOTING POWER	
	FICIALLY NED BY		50,418,400	
	ACH ORTING	7.	SOLE DISPOSITIVE POWER	
PE	RSON /ITH:		12,336	
*	/1111.	8.	SHARED DISPOSITIVE POWER	
			50,418,400	
9.	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	50,430,736			
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □			
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	12.1	1 0/2		
12.			EPORTING PERSON (SEE INSTRUCTIONS)	
12.	TILO	IXL	A OKTINO I ENDON (DEL INDIROCTIONO)	
	IN			

This CUSIP number pertains to the Issuer's American Depositary Receipts, each representing four equity shares. Beneficial ownership information in this Schedule is provided with respect to equity shares.

CUSIP NO. 92657J101 <sup>1</sup>	Page 5 of 11 pages
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1.	NAMES OF REPORTING PERSONS		
	Rajkumar N. Dhoot		
2.	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  □
3.	SEC USE	E ON	ILY
4.	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION
	Repu	blic	e of India
		5.	
NH D	DED OF		0
SH	IBER OF IARES	6.	SHARED VOTING POWER
OW	FICIALLY NED BY		50,418,400
REP	ACH ORTING	7.	SOLE DISPOSITIVE POWER
	RSON /ITH:	_	0
		8.	SHARED DISPOSITIVE POWER
			50,418,400
9.	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	50,4		
10.	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □		
11.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
	12.11%		
12.	TYPE OI	FRE	EPORTING PERSON (SEE INSTRUCTIONS)
	IN		

This CUSIP number pertains to the Issuer's American Depositary Receipts, each representing four equity shares. Beneficial ownership information in this Schedule is provided with respect to equity shares.

#### Item 1(a). Name of Issuer:

Videocon d2h Limited

### Item 1(b). Address of Issuer's Principal Executive Offices:

1st Floor, Techweb Centre New Link Road Oshiwara Jogeshwari (West) Mumbai 400 102 Maharashtra, India

## Item 2(a). Name of Persons Filing:

Dome-Bell Electronics India Private Limited Pradipkumar N. Dhoot Venugopal N. Dhoot Rajkumar N. Dhoot

#### Item 2(b). Address of Principal Business Office or, if none, Residence:

Dome-Bell Electronics India Private Limited 2275, Adat Bazar Ahmednagar — 414 001 India

Pradipkumar N. Dhoot

Apartment No. 970, Al Murooj Rotana Residencies DIFC Road, Opp. Dubai Mall

Dubai, UAE

Venugopal N. Dhoot 99, Videocon House, 1st Floor, Manav Mandir Rd, Nepeansea Rd Mumbai — 400001 India

Rajkumar N. Dhoot Dhoot Bunglow, Station Road Aurangabad 431001 India

## Item 2(c). Citizenship:

Dome-Bell Electronics India Private Limited is a company formed under the laws of the Republic of India.

Pradipkumar N. Dhoot, Venugopal N. Dhoot, and Rajkumar N. Dhoot are citizens of the Republic of India.

#### Item 2(d). Title of Class of Securities:

Equity shares, par value 10 rupees per share

# Item 2(e). CUSIP Number:

92657J101

This CUSIP number pertains to the Issuer's American Depositary Receipts, each representing four equity shares. Beneficial ownership information in this Schedule is provided with respect to equity shares.

Item 3.		If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
	(a)	☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
	(b)	$\square$ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
	(c)	☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
	(d)	☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
	(e)	☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
	(f)	☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
	(g)	☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
	(h)	☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
	(i)	☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
	(j)	☐ A non-U.S. institution, in accordance with § 240.13d-1(b)(1)(ii)(J);
	(k)	☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K);

If filing as a non-U.S. institution in accordance with  $\S 240.13d-1(b)(1)(ii)(J)$ , please specify the type of institution:

NOT APPLICABLE

### Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

As of December 31, 2015,

- (i) Dome-Bell Electronics India Private Limited beneficially owns 50,418,400 equity shares. Dome-Bell Electronics India Private Limited is ultimately owned and controlled by Venugopal N. Dhoot, Rajkumar N. Dhoot, and Pradipkumar N. Dhoot through various entities. As a result, these individuals collectively may be deemed to be beneficial owners of all equity shares of the Issuer owned by Dome-Bell Electronics India Private Limited.
  - (ii) Pradipkumar N. Dhoot beneficially owns 50,418,400 equity shares.
- (iii) Venugopal N. Dhoot beneficially owns 50,430,736 equity shares. In addition to the equity shares held by Dome Bell Electronics, as to which Mr. Dhoot may be deemed to share beneficial ownership, Mr. Dhoot is the record owner of 12,336 equity shares.
  - (iv) Rajkumar N. Dhoot beneficially owns 50,418,400 equity shares.
- (b) Percent of Class
  - (i) Dome-Bell Electronics India Private Limited beneficially owns approximately 12.11% of the Issuer's equity shares.
  - (ii) Pradipkumar N. Dhoot beneficially owns approximately 12.11% of the Issuer's equity shares.
  - (iii) Venugopal N. Dhoot beneficially owns approximately 12.11% of the Issuer's equity shares.
  - (iv) Rajkumar N. Dhoot beneficially owns approximately 12.11% of the Issuer's equity shares.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:

See Cover Pages Items 5-9

(ii) Shared power to vote or to direct the vote:

See Cover Pages Items 5-9

(iii) Sole power to dispose or to direct the disposition of:

See Cover Pages Item 5-9

(iv) Shared power to dispose or to direct the disposition of:

See Cover Pages Items 5-9

The percentage of the equity shares beneficially owned as reported in this Schedule 13G is calculated without considering 3,705,000 equity shares issued to Videocon d2h Employee Welfare Trust under ESOP Scheme pending its vesting and transfer to employees.

Item 5. Ownership of Five Percent or Less of a Class.

NOT APPLICABLE

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following:  $\Box$ 

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

NOT APPLICABLE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding

Company or Control Person.

NOT APPLICABLE

Item 8. Identification and Classification of Members of the Group

NOT APPLICABLE

Item 9. Notice of Dissolution of a Group

NOT APPLICABLE

Item 10. Certification

NOT APPLICABLE

# **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 16, 2016

Dome-Bell Electronics India Private Limited

By: /s/ S. S. Dayama

Name: S. S. Dayama Title: Director

/s/ Pradipkumar N. Dhoot

Pradipkumar N. Dhoot

/s/ Venugopal N. Dhoot

Venugopal N. Dhoot

/s/ Rajkumar N. Dhoot

Rajkumar N. Dhoot

#### Exhibit A

## Joint Filing Agreement

The undersigned hereby agree that the statement on Schedule 13G with respect to the equity shares of Videocon d2h Limited and any further amendment thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

The undersigned have executed this agreement on February 16, 2016.

By:	Dome-Bell Electronics India Private Limited

By: /s/ S. S. Dayama

Name: S. S. Dayama

Title: Director

By /s/ Pradipkumar N. Dhoot

Pradipkumar N. Dhoot

By /s/ Venugopal N. Dhoot

Venugopal N. Dhoot

By /s/ Rajkumar N. Dhoot

Rajkumar N. Dhoot

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