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## Section 1: 6-K (FORM 6-K)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

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**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13A-16 OR 15D-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2017

Commission File Number: 001-36901

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### **Videocon d2h Limited**

(Translation of registrant's name into English)

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1st Floor, Techweb Centre  
New Link Road  
Oshiwara Jogeshwari (West)  
Mumbai 400 102 Maharashtra, India  
(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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## CONTENTS

1. Videocon d2h Limited (the “Company”) is furnishing under the cover of this Form 6K, the Notice of the Annual General Meeting, pursuant to the provisions of Section 96 of the Companies Act, 2013, which is attached hereto as Exhibit 99.1.
2. The Annual Report of the Company for the financial year 2016-17 (prepared in accordance with the provisions of the Companies Act, 2013), is available at the website of the Company i.e. <http://ir.videocond2h.com>.

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## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: September 5, 2017

**Videocon D2h Limited** (Registrant)

By: /s/ Saurabh Pradipkumar Dhoot

Name: Saurabh Pradipkumar Dhoot

Title: Executive Chairman

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## Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



### NOTICE

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of **Videocon d2h Limited** (the “Company”) will be held on Tuesday, 26<sup>th</sup> September, 2017, at the Registered Office of the Company at Auto Cars Compound, Adalat Road, Aurangabad – 431 005 (Maharashtra) at 11:00 a.m. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended on 31<sup>st</sup> March, 2017 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Radhika Saurabh Dhoot (DIN: 00007727), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. S.Z. Deshmukh & Co., Auditors and to fix their remuneration 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 139 of the Companies Act, 2013 and the Rules made thereunder, the Company hereby appoints M/s. S.Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W), as the Auditors of the Company (in place of M/s. Kadam & Co., Chartered Accountants, Ahmednagar, retiring Auditors) for a term of 5 years to hold office from the conclusion of this Annual General Meeting i.e. the 14<sup>th</sup> Annual General Meeting until the conclusion of the 19<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors of the Company.”
4. To ratify the appointment of M/s. Khandelwal Jain & Co., Auditors and fix their remuneration 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 139 of the Companies Act, 2013 and the Rules made thereunder, the Company hereby ratifies the appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, Mumbai (Firm Registration No.105049W), as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e. the 14<sup>th</sup> Annual General Meeting until the conclusion of the 16<sup>th</sup> Annual General Meeting (subject to ratification of the appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration as shall be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

5. To re-appoint Mr. Saurabh Pradipkumar Dhoot (DIN: 00970362), as a Whole-time Director, for a period of three years 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 196, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 their meeting held on 29<sup>th</sup> July, 2017, 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 and is hereby accorded for the re-appointment of Mr. Saurabh Pradipkumar Dhoot (DIN: 00970362), Key Managerial Personnel, as Whole-time Director of the Company, for a period of three years with effect from 5<sup>th</sup> October, 2017 to 4<sup>th</sup> October, 2020, not liable to retire by rotation, at Nil remuneration.

**RESOLVED FURTHER THAT** Mr. Saurabh Pradipkumar 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 to be entered into between the Company and Mr. Saurabh Pradipkumar Dhoot, for his appointment as Whole-time Director of the Company, a copy whereof duly initialled by the Chairman for the purpose of identification and placed before the meeting.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Company Secretary 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.”

6. To consider and ratify the remuneration to be paid to Mr. Jayant B. Galande, (Membership No. 5255), Cost Auditor of the Company, 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) excluding service tax, travelling and other out-of-pocket expenses, if any, payable to Mr. Jayant B. Galande (Membership No. 5255), Cost Accountant in Whole-Time Practice, Aurangabad, in relation to the cost audit of the Company’s Cost Record for the financial year ending March 31, 2017, be and is hereby ratified and confirmed.”

For and on behalf of the Board of Directors of  
**Videocon d2h Limited**

**Saurabh Pradipkumar Dhoot**  
**Whole-Time Director**  
**DIN: 00970362**

Place: Mumbai  
Date: 29<sup>th</sup> July, 2017

**Registered Office:**  
Auto Cars Compound,  
Adalat Road,  
Aurangabad- 431 005 (Maharashtra)

**CIN:** U92100MH2002PLC137947  
**E-mail id:** companysecretary@d2h.com  
**Website:** www.videocond2h.com  
**Tel.No.:** +91-240-2320750  
**Fax. No.:** +91-240-2335755

**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 AN 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.**
2. The Members are requested to:
  - a) Intimate to the Company changes, if any, in their Registered Addresses, if any, at an early date.
  - b) Quote Ledger Folio numbers in all the correspondence.
  - c) Bring the copy of Annual Report and Attendance Slip with them to the Annual General Meeting.
3. Corporate Members intending to send their authorized 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 Section 102 of the Companies Act, 2013, a statement setting out the material facts concerning special business to be transacted at the Meeting is annexed and forms part of the Notice.
5. Members may address their queries/communications at [companysecretary@d2h.com](mailto:companysecretary@d2h.com).

**A STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 5**

Mr. Saurabh Pradipkumar Dhoot, born on 11<sup>th</sup> August, 1984, holds bachelors' degree in engineering from the Imperial College, United Kingdom with diversified business experience in an array of fields.

Mr. Saurabh Pradipkumar Dhoot was appointed as a Director of the Company on 31<sup>st</sup> January, 2007. He was appointed as a Whole-time Director of the Company for a period of 5 years w.e.f. 5<sup>th</sup> October, 2012 to 4<sup>th</sup> October, 2017.

His current tenure is expiring on 4<sup>th</sup> October, 2017. Hence, the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, have recommended, the re-appointment of Mr. Saurabh Pradipkumar Dhoot as a Whole-time Director of the Company, subject to necessary approval of the shareholders of the Company at the ensuing Annual General Meeting for a further period of three years w.e.f. 5<sup>th</sup> October, 2017 to 4<sup>th</sup> October, 2020.

Mr. Saurabh Pradipkumar Dhoot as Whole-time Director shall have substantial powers of management and power to perform such functions as may be delegated/conferred upon him, from time to time, by the Board. The appointment shall be for a period of three years w.e.f. 5<sup>th</sup> October, 2017. A brief profile of Mr. Saurabh Pradipkumar Dhoot is attached to the notice convening this Annual General Meeting.

Except Mr. Saurabh Pradipkumar Dhoot, being appointee and Mrs. Radhika Dhoot, being spouse of Mr. Saurabh Pradipkumar Dhoot, no other 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. 5 of the Notice for approval of the members.

**ITEM NO. 6**

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment of Mr. Jayant Galande (Membership No. 5255), Cost Accountant in Whole-Time Practice, Aurangabad, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 and, have decided to pay a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) excluding Service Tax and other Taxes and other out of pocket expenses at actual, to Mr. Jayant Galande, for the financial year from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017.

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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended on 31<sup>st</sup> March, 2017.

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. 6 of the Notice for approval of the members.

**BRIEF PROFILE OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO THE SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:**

1. Mrs. Radhika Saurabh Dhoot (DIN: 00007727) born on 27<sup>th</sup> January, 1984, was appointed on the board of the Company on 31/03/2015. She is an Honours in Economics from the University of Nottingham, UK and has vast experience and knowledge in diversified fields. She does not hold directorship in any other Company. She is a non-executive director and shall be liable to retire by rotation. She has attended 1 Board Meeting during the financial year and does not hold any equity share in the Company. She is spouse of Mr. Saurabh Pradipkumar Dhoot, Whole-Time Director of the Company.
2. Mr. Saurabh Pradipkumar Dhoot (DIN: 00970362) born on 11th August, 1984, was appointed on the board of the Company on 31/01/2007. He is an engineering graduate and has vast experience and knowledge in array of fields. Currently, he serves the Board of Hindustan Oil Ventures Limited, Synergy Appliances Private Limited, Instant Energy Private Limited, Force Energy Private Limited, Comet Power Private Limited, Videocon Realty Private Limited, Videocon SEZ Infrastructures Private Limited, Veronica Properties Private Limited, Titan Realty Private Limited, Planet Mobiles Private Limited, Virtual Electronics Limited and Videocon Developers Limited. He is a Whole-time Director and shall not be liable to retire by rotation. He has attended 6 Board Meetings during the financial year and holds 1,400,000 equity shares in the Company. He is spouse of Mrs. Radhika Dhoot, Non-executive Director of the Company.

For and on behalf of the Board of Directors of  
**Videocon d2h Limited**

**Saurabh Pradipkumar Dhoot**  
**Whole-Time Director**  
**DIN: 00970362**

Place: Mumbai  
Date: 29<sup>th</sup> July, 2017



**PROXY FORM**

**(Form No. MGT-11)**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

**Videocon d2h Limited**

CIN-U92100MH2002PLC137947

**Regd. Office:** Auto Cars Compound, Adalat Road, Aurangabad-431005 (Maharashtra)

**Tel No.:** (+91 240) 232 0750 **Fax No.:** (+91 240) 233 5755

**E-mail id:** companysecretary@d2h.com **Website:** [www.videocond2h.com](http://www.videocond2h.com)

**14th Annual General Meeting – 26<sup>th</sup> September, 2017**

Name of the member(s)

Registered address

Email

Folio No. / Client ID No. 

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DP ID No. 

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I/we, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint  
 Name : \_\_\_\_\_ Email : \_\_\_\_\_

Address : \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 Signature: \_\_\_\_\_

*or failing him/her*

I/we, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint  
 Name : \_\_\_\_\_ Email : \_\_\_\_\_

Address : \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 Signature: \_\_\_\_\_

*or failing him/her*

I/we, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint  
 Name : \_\_\_\_\_ Email : \_\_\_\_\_

Address : \_\_\_\_\_  
 \_\_\_\_\_

\_\_\_\_\_  
 Signature: \_\_\_\_\_

(contd.....)

as my/ our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the Annual General Meeting of the Company held on Tuesday, 26<sup>th</sup> September, 2017 at 11.00 a.m. at Auto Cars Compound, Adalat Road, Aurangabad – 431 005 (Maharashtra), at any adjournment thereof in respect of such resolution as are indicated below:

<u>Resolution Number</u>	<u>Resolution</u>	<u>For</u>	<u>Against</u>
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**Ordinary Business:**

- |    |   |  |  |
|----|---|--|--|
| 1. | To adopt the Audited Statement of Profit and Loss for the financial year ended 31 <sup>st</sup> March, 2017 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon |  |  |
| 2. | To appoint a Director in place of Mrs. Radhika Saurabh Dhoot (DIN 00007727), who retires by rotation, and being eligible offers herself for re-appointment.   |  |  |
| 3. | To appoint M/s. S.Z. Deshmukh & Co., as Auditors (in place of M/s. Kadam & Co., retiring Auditors) and fix their remuneration   |  |  |
| 4. | To ratify the appointment of M/s. Khandelwal Jain & Co., Auditors and fix their remuneration  |  |  |

**Special Business:**

- |    |  |  |  |
|----|--|--|--|
| 5. | To re-appoint Mr. Saurabh Pradipkumar Dhoot as Whole-time Director   |  |  |
| 6. | To ratify the remuneration payable to the Cost Auditor for the financial year ended on 31 <sup>st</sup> March, 2017. |  |  |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

\_\_\_\_\_  
Signature of the Shareholder

\_\_\_\_\_  
Signature of the Proxy holder(s)

Affix Revenue Stamp Re. 1
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**Notes:**

- This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*
- This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the box above. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.*
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*

**ATTENDANCE SLIP**

**Videocon d2h Limited**

CIN-U92100MH2002PLC137947

**Regd. Office:** Auto Cars Compound, Adalat Road, Aurangabad-431005 (Maharashtra)

**Tel No.:** (+91 240) 232 0750 **Fax No.:** (+91 240) 233 5755

**E-mail id:** companysecretary@d2h.com **Website:** [www.videocond2h.com](http://www.videocond2h.com)

**14th Annual General Meeting – 26<sup>th</sup> September, 2017**

Regd. Folio No. / Client ID No. 

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DP ID No. 

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No. of shares held 

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I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 26<sup>th</sup> September, 2017 at 11.00 a.m. at Auto Cars Compound, Adalat Road, Aurangabad – 431 005 (Maharashtra).

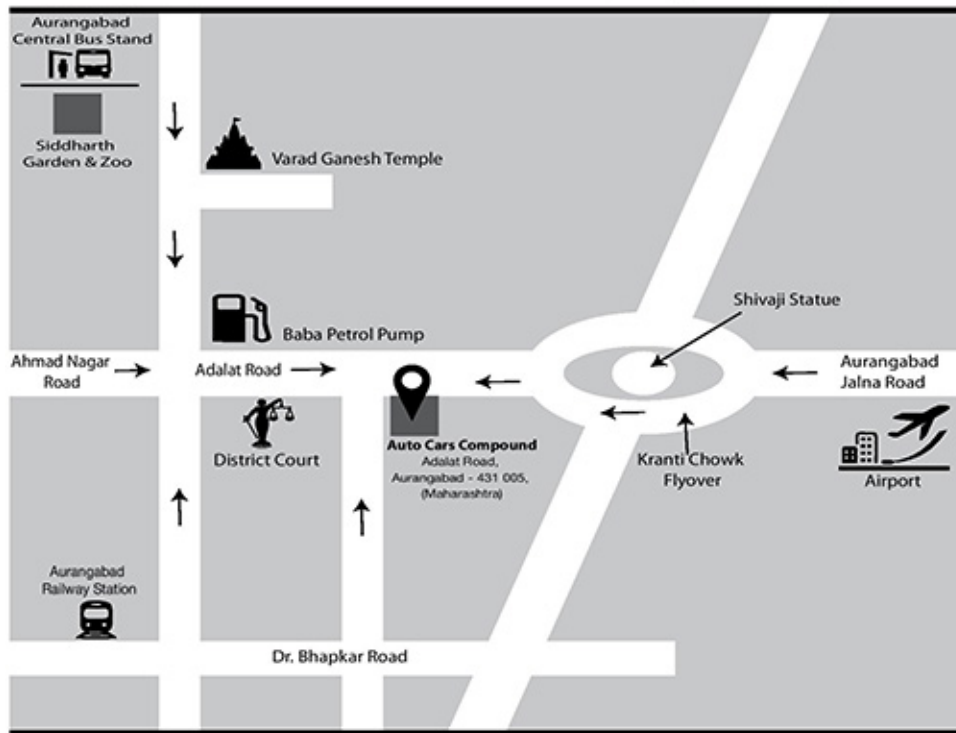
\_\_\_\_\_  
Member's / Proxy's Name in Block Letters

\_\_\_\_\_  
Member's / Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL. *Please read errata for typesetting matter.*

## Route Map to the Venue of the AGM

 **Autocars Compound,**  
Adalat Road, Aurangabad - 431 005, (Maharashtra)



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