

Announcement

Videocon Industries Limited (the “Company”): US\$200,000,000 6.75 per cent. Convertible Bonds due 2015 (the “Existing Bonds”) issued by the Company (ISIN: XS0566786546)

Outcome of Bondholder Meeting

This is to inform you that the meeting of the Holders of the Existing Bonds convened by the Company, which was scheduled to be held on 30 November 2015, was adjourned and held on 14 December 2015 (the “**Meeting**”).

The extraordinary resolution set out in the notice of meeting dated 6 November 2015 (the “**Resolution**”) was passed at the Meeting by Holders of 83.33 per cent. of the outstanding principal amount of the Existing Bonds. The Resolution has accordingly, *inter alia*, approved settlement of the Existing Bonds by payment of U.S.\$50,000 in cash on 16 December 2015 in respect of each U.S.\$100,000 in aggregate principal amount of Existing Bonds and the issuance of new convertible bonds (the “**ExchangeBonds**”) in respect of the remaining U.S.\$50,000 on or prior to 30 December 2015. Accrued interest will be paid in cash in accordance with the Resolution.

The Company has executed a supplemental trust deed with the trustee for the Existing Bonds to give effect to the Resolution.

The Company has obtained approval from the Reserve Bank of India in respect of the above.

Implementation of the Escrow Arrangements

In terms of the exchange offer and consent solicitation memorandum dated 16 November 2015, as further supplemented on 26 November 2015 and 9 December 2015 (“the “**EOCSM**”), the Issuer will be implementing the Escrow Arrangement described in the EOCSM. Accordingly, on or prior to the issue date of the Exchange Bonds, the Company will enter into an escrow agreement with Deutsche Bank AG, Hong Kong Branch, as escrow agent. Further details on the Escrow Arrangement will be provided by the Company on or prior to the issue date of the Exchange Bonds.

Terms not defined herein have the meanings given to them in the EOCSM.

Nothing in this announcement constitutes an offer of, an offer to buy, or a solicitation of an offer to sell, securities in the United States, the Republic of India or any other jurisdiction in which such offer or solicitation would be unlawful.

Dated: 15 December 2015