

HINDUSTAN OIL VENTURES LIMITED

Regd. Office: 42/51, Thirumalai Pillai Rd., T. Nagar, Chennai, Tamil Nadu – 600 017, India
CIN: U11202TN2014PLC094588. Tel. No.: + 91 - 44 - 2834 3180; Fax. No. + 91 - 44 – 2834 0950

CORPORATE ACTION INFORMATION FORM

(For Debt instruments – Allotment)

4th January, 2017

National Securities Depository Limited
Trade World, A Wing,
Kamala Mills Compound
Lower Parel, Mumbai – 400 013

We wish to execute corporate action to credit the following securities to the accounts in NSDL. The details of the securities allotted are given below:

ISIN	INE406W07012
Security Description	12.50% Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures, Series I
Allotment Date	04/01/2017
Face Value per security	Rs. 10,00,000/- (Rupees Ten Lakh Only) each
Distinctive Numbers	00001 to 10500

Allotment Details	No. of Records	No. of Securities (Quantity)
Electronic Form – NSDL	1	10,500
Electronic Form – CDSL	Nil	Nil
Physical Form	Nil	Nil
Total Allotment	1	10,500

I, Mr. Venugopal N. Dhoot, Director of M/s. Hindustan Oil Ventures Limited declare that the issuer has obtained all the necessary approvals for the aforesaid issue of securities. The allotment is in terms of Board Resolution dated 4th January, 2017 (copy enclosed).

For Hindustan Oil Ventures Ltd.

Signature : _____
Name : VENUGOPAL N. DHOOT
Designation : DIRECTOR
(DIN: 00092450)

Director / Authorized Signatory

Notes:

1. Enclose a copy of the Board Resolution for allotment of the above securities.
2. Ensure that the above details reach NSDL atleast two days before execution of corporate action.
3. The form should be signed by the Company Secretary or Compliance Officer or Managing Director.
4. After submitting the Corporate Action Information Form and payment of fees to NSDL, you may advise your R&T Agent/ Registry Division to execute the corporate action.

For Hindustan Oil Ventures Ltd.
Director / Authorized Signatory

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04.01.2017

NSDL Database Management Ltd
4th Floor, Trade World, A Wing,
Kamala Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013

Kind Attn.: Mr. Nilesh Bhandare

Dear Sir,

**Sub: Beneficiary Account details for credit/debit with regard to 12.50% Secured, Unlisted,
Unrated, Redeemable Non-convertible Debentures**

Please notice the following details of the beneficiaries who have subscribed to our 12.50% Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures for ISIN: INE406W07012


Sr. No.	Beneficiary Name	Quantity	DP ID	Client ID
1	Dreamline Manpower Solutions Private Limited	10,500	IN303270	10759612

Kindly carry out appropriate procedure for crediting/ debiting the aforesaid account.

Thanking you,

Yours truly,

For HINDUSTAN OIL VENTURES LIMITED
For Hindustan Oil Ventures Ltd.


Director / Authorised Signatory /
VENUGOPAL N. DHOOT
DIRECTOR
DIN 00092450

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF HINDUSTAN OIL VENTURES LIMITED ON WEDNESDAY, 4TH JANUARY, 2017.

ALLOTMENT OF DEBENTURES

"RESOLVED THAT:

1. Pursuant to the provisions of the Companies Act, 2013 and the Rules made there under, the Board do and hereby allot 10,500 Secured, Unlisted, Unrated, Redeemable Non-convertible Debentures of a face value of INR 10,00,000/- (Rupees Ten Lakh Only) each, for the issue size of upto INR 1050,00,00,000/- (Rupees One Thousand Fifty Crore Only) ("**Series 1 Debentures**"), forming part of an aggregate issue size of upto Rs. 1626,00,00,000/- (Rupees One Thousand Six Hundred and Twenty Six Crore Only) ("**Debentures**") on the terms and conditions contained in the information memorandum/Private Placement Offer Letter dated 28th December, 2016, to the following allottee(s):

Sr. No.	Name and Address of Allottee	No. of Tranche Debentures Allotted	Face Value (inRs.)	Distinctive Nos.	Debenture Folio Nos.	Amount Received (inRs. Crore)
1.	Dreamline Manpower Solutions Private Limited 8-4-548/1,2 Left Corner After Gokul Theatre, Erragadda Kurnool, Andhra Pradesh – 500018	1	10,00,000	00001 to 10500	001	1,050

2. Debentures Certificate copy whereof is placed before the meeting and initialled by the Chairman for identification be and is hereby approved and the Debenture Certificate be issued in favour of the Allottee under the Common Seal of the Company duly signed by Mr. Venugopal N. Dhoot, and Mr. Saurabh P. Dhoot, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. G. Fernandes, Authorised Signatories of the Company or the electronic credit be given in the demat account of the Allottee as may be required.
3. Any one of Mr. Venugopal N. Dhoot, and Mr. Saurabh P. Dhoot, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. G. Fernandes, Authorised Signatories of the Company be and are hereby severally authorised to make necessary application to National Securities Depository Limited (NSDL) and/or Central Depository Services (India) Limited (CDSL) for induction of Debentures and crediting the Debentures to Depository Account of aforesaid Allottee and in case the

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Allottee requests to issue the Debenture Certificate in physical form, the same shall be issued in the manner stated above.

4. Any one of Mr. Venugopal N. Dhoot, and Mr. Saurabh P. Dhoot, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. G. Fernandes, Authorised Signatories of the Company be and are hereby severally authorised to deliver the duly executed documents and instruments as required by NDSL Database Management Limited, (RT&A) to credit the Debentures to the demat account of the allottee and to provide a copy of such documents to the allottee.
 5. The Company do enter the particulars of the issue and allotment of the Debentures in the register of debenture holders maintained by the Company.
 6. Any one of Mr. Venugopal N. Dhoot, and Mr. Saurabh P. Dhoot, Directors of the Company and Mr. Bharat B. Gupta or Mr. S. Murukan, or Mr. G. Fernandes, Authorised Signatories of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required for the filing of the necessary forms and documents with the relevant Registrar of Companies and to do such other acts, deeds and things as may be required to give effect to these resolutions.
 7. The aforesaid Authorised Signatories are hereby severally authorised to provide a certified true copy of this resolution to the any person who may rely upon it and be requested to act thereupon.”
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CERTIFIED TRUE COPY

For HINDUSTAN OIL VENTURES LIMITED

For Hindustan Oil Ventures Ltd.



VENUGOPAL N. DHOOT *Authorised Signatory*

DIRECTOR

DIN: 00092450

HINDUSTAN OIL VENTURES LIMITED

TERM SHEET

Security Name	NON-CONVERTIBLE DEBENTURES
Issuer / Company	HINDUSTAN OIL VENTURES LIMITED
Type of Instrument	Unlisted, redeemable, unrated and non-convertible debentures- Series-I
Seniority	Senior.
Mode of Issue	Private placement.
Eligible Investors	<ol style="list-style-type: none"> 1. Commercial Banks, Eligible Financial Institutions* and Insurance Companies; 2. Companies; 3. Mutual Funds; and 4. Provident Funds, Gratuity, Superannuation & Pension Funds, subject to their Investment guidelines
Listing (Including name of stock Exchange(s) where it will be listed and timeline for listing)	Unlisted
Rating of the Instrument	NA
Issue Size	Rs.1050,00,00,000/- (Rupees One Thousand Fifty Crores only)
Option to retain oversubscription (Amount)	NA
Purpose and Objects of the Issue	General Corporate Purpose
Details of the utilisation of the Proceeds	As per the objects of the issue
Coupon Rate	12.50% p.a.
Step Up/Step Down Coupon Rate	NA
Coupon Payment Frequency	Monthly
Coupon Payment Dates	On the last day of each calendar month
Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	NA
Day Count Basis	Actual
Interest on Application Money/ Subscription Money	The Company shall be liable to pay to each Debenture Holder, interest on the application monies (subject to any tax

For Hindustan Oil Ventures Limited


Director / Authorised Signatory

	deductible at source under applicable law) paid by the said Debenture Holder in the event that the Debenture Holder has remitted the application monies prior to the Deemed Date of Allotment, for which interest shall be calculated at the Coupon rate on the application monies, for the period commencing from the date on which the said Debenture Holder has made payment of the application monies (in respect of the Series-I Debentures) and ending on the day prior to the Deemed Date of Allotment. The interest on the application monies shall be paid by the Issuer to the Debenture Holders within 5 (Five) Business Days from the Deemed Date of Allotment.
Default/Overdue Interest Rate	2.00% per annum.
Tenor /Duration	24 (Twenty Four) months
Final Redemption Date	Date falling 24 (Twenty Four) months from the Deemed Date of Allotment.
Redemption Date(s)	NA
Redemption Amount	Issuer shall pay in respect of each outstanding Series-I Debenture an amount of in INR that is equal to: <ol style="list-style-type: none"> 1. The Face Value of that Series-I Debenture 2. Coupon amount of that Series-I Debenture 3. All other amounts due and payable in relation to that Series-I Debenture
Redemption Premium /Discount	NA
Issue Price	Par
Justification for Issue Price	Series-I Debentures are being issued at Par
Discount at which security is issued and the effective coupon as a result of such discount.	NA
Put option Date	On the expiry of 12 (Twelve) months from the Deemed Date of Allotment and thereafter, on the 1st (First) of every month(each a "Put Option Date")
Call Option/Voluntary Redemption Date	NA
Call Option/Voluntary Redemption Price	NA
Put Notification Time	To exercise the Put Option on, the Series-I Debenture holders shall provide a written notice of the same (" Put Option Notice Date ") to the Company, at least 30 (Thirty) calendar days prior to the relevant Put Option Date.
Call/Voluntary Redemption Notification Time	NA
Face Value	INR 10,00,000 per Series-I Debenture.

For Videocon Oil Ventures Limited


Director / Authorised Signatory

Minimum Application and in multiples of 1 Debt securities thereafter	INR 10,00,000 and multiples of INR 10,00,000 thereafter.
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Deemed Date of Allotment	January 02, 2017 January 04, 2017 January 04, 2017
Issuance mode of the Instrument	Demat.
Trading mode of the Instrument	Demat.
Settlement mode of the Instrument	RTGS.
Depository	NSDL and/or CDSL, as the case may be.
Business Day Convention	Any payment which is due to be made on a day that is not a Business Day shall be made on the preceding Business Day.
Record Date	3 (Three) Business Days prior to the relevant date of redemption of such Series-I Debentures.
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security) and guarantees	Including but not limited to: <ol style="list-style-type: none"> 1. Pledge of shares of Videocon D2H Limited by (i) Synergy Appliances Private Limited; (ii) Greenfield Appliances Private Limited; (iii) Shree Dhoot Trading & Agencies Limited; (iv) Solitaire Appliances Private Limited; (v) Domebell Electronics India Private Limited; (vi) Platinum Appliances Private Limited; (vii) Shri V N Dhoot; and (viii) Shri A V Dhoot 2. Hypothecation over current assets of the Company. 3. Hypothecation over designated account of the Company 4. Unconditional and irrevocable guarantees have been provided by (i) Synergy Appliances Private Limited; (ii) Greenfield Appliances Private Limited; (iii) Shree Dhoot Trading & Agencies Limited; (iv) Solitaire Appliances Private Limited; (v) Domebell Electronics India Private Limited; (vi) Platinum Appliances Private Limited; (vii) Shri V N Dhoot; and (viii) Shri A V Dhoot in relation to the obligations of the Issuer under the terms and conditions of the Series-I Debentures.
Additional Covenants	<ol style="list-style-type: none"> 1. Information Undertaking 2. Authorization 3. Compliance with law 4. Filings with the Registrar of Companies, and other covenants as specified in the Debenture Trust Deed
Debenture Documents	<ol style="list-style-type: none"> 1. the Debentures; 2. the Debenture Trust Deed; 3. the Debenture Trustee Agreement; 4. the Deeds of Guarantee;

For Videocon Oil Ventures Limited


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	<ol style="list-style-type: none"> 5. this PPOL; 6. the Deed of Pledge along with related Power of Attorney; and 7. the Deed of Hypothecation along with related Power of Attorney.
Conditions Precedent to Disbursement	<ol style="list-style-type: none"> 1. Constitutional documents of each Issuer and Security Provider (wherever applicable) 2. Board resolution of Issuer and Security Provider (wherever applicable) 3. Shareholders resolutions of the Issuer and Security Provider (wherever applicable) 4. Execution of Debenture Documents 5. Certificates from a Chartered Accountant, certifying that creation of pledge by the Pledgors is not in breach of Section 185 of the Companies Act, 2013. 6. Company shall have issued: (i) undated cheques in respect of the Principal Amount of the Debentures; and (ii) post-dated cheques in respect of the payment of the Coupon on the Coupon Payment Dates, in favour of Debenture Trustee. 7. Evidence that all the Conditions Precedent have been satisfied by the Company to the satisfaction of the Debenture Trustee and the receipt by the Debenture Trustee of a Conditions Precedent compliance certificate in this regard, in a form and manner acceptable to the Debenture Trustee. <p>and other conditions precedent that have been specified in the Debenture Trust Deed.</p>
Condition Subsequent to Disbursement	<ol style="list-style-type: none"> 1. Evidence of Series- I Debentures being credited into the depository accounts of the Debenture Holders 2. Confirmation of pledge within 3 working days from the date of subscription of Series-I Debentures, by the Investor 3. Filing of returns/forms with the RoC <p>and other conditions subsequent that have been specified in the Debenture Trust Deed.</p>
Events of Default	<ol style="list-style-type: none"> 1. Non payment 2. Breach of other obligations 3. Cross default 4. Misrepresentation 5. Insolvency and Insolvency proceedings 6. Judgments. Creditor's process 7. Merger 8. Unlawfulness 9. Cessation of Business

For Videocon Oil Ventures Limited



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	10. Moratorium 11. Change of Control 12. Failure to create or maintain Security 13. Material Adverse Effect 14. Unlawfulness 15. Material litigation and other Events of Default that have been specified in the Debenture Trust Deed.
Provisions related to Cross Default Clause	As per Debenture Trust Deed
Role and Responsibilities of Debenture Trustee	As per SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulation, 2008, Companies Act, 2013 the simplified listing agreement(s), each as amended from time to time.
Governing Law and Jurisdiction	Laws of India and the exclusive jurisdiction of courts and tribunals of New Delhi

For **Videocon Oil Ventures Limited**



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