

**RESULTS OF POSTAL BALLOT INCLUDING VOTING BY ELECTRONIC MEANS**  
Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies  
(Management and Administration) Rules, 2014

The Members of  
Videocon Industries Limited

The Company has conducted voting through Postal Ballot including voting by electronic means pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the rules framed thereunder, seeking shareholders approval through Special Resolution for the following:

1. Special Resolution under Section 180(1)(c) of the Companies Act, 2013, for authorizing the Board of Directors of the Company to borrow money/moneys upto an amount not exceeding Rs. 75,000 Crores.
2. Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for authorizing the Board of Directors to sell, lease, mortgage or otherwise dispose off the whole or substantially the whole of undertaking of the Company upto an amount not exceeding Rs. 75,000 Crores.
3. Special Resolution under Section 186 of the Companies Act, 2013, for authorizing the Board of Directors to make investments, extend guarantee, provide security, make intercorporate loans upto an amount not exceeding Rs. 75,000 Crores.
4. Special Resolution under Sections 41, 42, 62 read with Section 71 and other applicable provisions of the Companies Act, 2013, authorizing the Board of Directors of the Company, for Issue of Equity Shares or any other convertible instruments for an amount not exceeding Rs. 5,000 Crores, at an appropriate time, by way of Follow on Issue, Private Placement basis, Qualified Institutional Placement basis, American Depository Receipts (ADRs), Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs) or any other mode or mechanism, subject to necessary approval and consent.
5. Special Resolution under Section 14 and other applicable provisions of the Companies Act, 2013 for alterations of Articles of Association.

In this regard, the Board of Directors of the Company had appointed Mrs. Gayathri R. Girish, Company Secretary in Whole-Time Practice, Certificate of Practice No.: 9255, as Scrutinizer for conducting the Postal Ballot including voting by electronic means in fair and transparent manner, who has submitted her report. The result of the Postal Ballot was announced on 12<sup>th</sup> September, 2014, at 10.00 A.M. at the Registered Office of the Company. The result of the voting by Postal Ballot including voting by electronic means is as under:

**VIDEOCON INDUSTRIES LIMITED**

*Correspondence Address*  
Fort House, 2nd Floor  
221, Dr. D. N. Road, Fort  
Mumbai - 400 001, India  
T (+91-22) 66113500  
F (+91-22) 66551985/66113600

*Registered Office*  
14KM Stone, Aurangabad-Paithan Road  
Village Chittegaon, Taluka Paithan  
District Aurangabad - 431 105, India  
T (+91-2431) 251501-2  
F (+91-2431) 251551  
[www.videoconworld.com](http://www.videoconworld.com)

*New Delhi Office*  
Videocon Tower, 12th Floor,  
Rani Jansi Marg, E-1 Jhandewalan Extn,  
New Delhi - 110055 India  
T (+91-11) 41593100  
F (+91-11) 41593150/23616593  
L99999MH1986PLC103624

*Project Office (Oil & Gas)*  
42, Thirumalai Pillai Road,  
1st Floor, T. Nagar,  
Chennai - 600 017 India  
T (+91-44) 28343180  
F (+91-44) 28340950

**VIDEOCON**

Particulars	Number of Valid Votes Received	Votes in favour	% of voting in favour	Votes Against	% of voting Against	Abstain from Voting (No. of Shares)
Special Resolution under Section 180(1)(c)	22,18,55,538	22,15,89,643	99.88	2,65,854	0.12	41
Special Resolution under Section 180(1)(a)	22,18,55,538	22,15,87,629	99.88	2,67,728	0.12	181
Special Resolution under Section 186	22,18,55,538	2,18,417,173	98.45	34,38,324	1.55	41
Special Resolution under Sections 41, 42, 62 & 71	22,18,55,538	21,84,66,968	98.47	33,88,529	1.53	41
Special Resolution under Section 14	22,18,55,538	21,89,45,966	98.69	29,09,572	1.31	0

Based on the Scrutinizer's Report, we hereby declare that all the above Special Resolutions have been assented to/passed by the Shareholders with requisite majority.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 together with the rules framed thereunder, the date of the declaration of results of Postal Ballot Results shall be considered to be the date of passing the Resolutions and the date of Extra Ordinary General Meeting, for the purpose of compliance.

For VIDEOCON INDUSTRIES LIMITED

**VINOD KUMAR BOHRA**  
**COMPANY SECRETARY**

Place: Aurangabad  
Date: 12<sup>th</sup> September, 2014

## VIDEOCON INDUSTRIES LIMITED

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# Gayathri R Girish

Company Secretary

Off: 402, Turquoise, Nyati Empire, Kharadi, Pune – 411014

Mobile : +91 9960184564

Email : [girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

## SCRUTINIZER(S) REPORT ON POSTAL BALLOT INCLUDING VOTING BY ELECTRONIC MEANS

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Board of Directors  
**VIDEOCON INDUSTRIES LIMITED**  
14 K.M. Stone, Aurangabad - Paithan Road,  
Village: Chittegaon, Taluka: Paithan,  
District: Aurangabad - 431 105 (Maharashtra)

Dear Sir,

I, Gayathri R. Girish, Company Secretary in Whole-Time Practice, Certificate of Practice No.: 9255, appointed as Scrutinizer by the Board of Directors of the Company in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22(5) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the Postal Ballot including voting by electronic means and ascertaining requisite majority on Postal Ballot including voting by electronic means carried out in respect of the resolutions as set out in the Notice of Postal Ballot dated 2<sup>nd</sup> August, 2014.

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Postal Ballot including voting by electronic means on the resolutions contained in Notice of Postal Ballot dated 2<sup>nd</sup> August, 2014. My responsibility as a Scrutinizer for Postal Ballot including voting by electronic means is restricted to make a Scrutinizer's Report of votes cast "In Favour" or "Against" the resolutions stated above, based on the Reports generated from voting by electronic means provided by Central Depository Services India Limited ("CDSL") the Authorised Agency engaged by the Company to providing voting by electronic means and information available/downloaded from CDSL website [www.evotingindia.co.in](http://www.evotingindia.co.in) and based on the Scrutiny of Postal Ballot Forms received through Post and verified based on the data provided by MCS Limited, Registrar and Share Transfer Agents of the Company.

Further, to the above, I hereby submit Scrutiny Report of Postal Ballot including voting by electronic means:

1. The Company fixed Friday, 1<sup>st</sup> August, 2014, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot including voting by electronic means. Accordingly, the Company on 11<sup>th</sup> August, 2014 completed the dispatch of Notice of Postal Ballot together with Postal Ballot Form and Business Reply Envelope by the permitted mode, to all the members and all other persons who are entitled to receive the same.
2. All the Postal Ballot Forms received upto 5.00 P.M. on Wednesday, 10<sup>th</sup> September, 2014, the last date and time fixed by the Company for receipt of the Postal Ballot Forms through Post were considered for my Scrutiny.



3. Envelopes containing Postal Ballot Forms received after 5.00 P.M. on Wednesday, 10<sup>th</sup> September, 2014, were not considered for my scrutiny and treated as if reply from the Shareholder has not been received.
4. The Postal Ballot Envelopes were opened during 12<sup>th</sup> August, 2014 till 11<sup>th</sup> September, 2014 in my presence and Postal Ballot Forms were diligently scrutinized. The Postal Ballot Forms were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
5. The Postal Ballot Forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The E-voting period remained opened from Tuesday, 12<sup>th</sup> August, 2014 (9.00 A.M.) to Wednesday, 10<sup>th</sup> September, 2014 (5.00 P.M.) both days inclusive.
7. As stated above, the E-Voting period ended on Wednesday, 10<sup>th</sup> September, 2014 (5.00 P.M.). The Votes cast by electronic means were unblocked by me in presence of two witnesses Mr. Suresh Patil and Mr. Sanjay Kumar, who are not in the employment of the Company.
8. Where any Member has exercised voting both through Postal Ballot and also through electronic mode, then voting done through electronic mode has been treated as valid and such Postal Ballot Form have been treated as if reply from the Shareholder has not been received.
9. In terms of the provisions of Section 110 of the Companies Act, 2013, read with Rule 22(10) of the Companies (Management and Administration) Rules, 2014 I have maintained the Register electronically to record shareholders asset or dissent received.
10. The details of Voting through Postal Ballot including voting by electronic means are as under:

Particulars	Particulars
Total Number of Shareholders as on as Friday, 1 <sup>st</sup> August, 2014, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot including voting by electronic means	3,14,044
Total Number of Outstanding Shares as on Friday, 1 <sup>st</sup> August, 2014	31,87,71,669

**Total Voting:**

Mode of Voting	Number of members voted	Number of votes cast by them	% of votes polled on outstanding shares
Postal Ballot Form	985	70,514	0.02
Electronic Voting	197	22,17,91,061	69.58
<b>Total</b>	<b>1,182</b>	<b>22,18,61,575</b>	<b>69.60</b>

**Valid Voting:**

Mode of Voting	Number of members whose votes are valid	Number of valid votes cast by them	% to total votes polled
Postal Ballot Form	859	67,197	0.03
Electronic Voting	195	22,17,88,341	99.97
<b>Total</b>	<b>1,054</b>	<b>22,18,55,538</b>	<b>100.00</b>



**Invalid Voting:**

Mode of Voting	Number of members whose votes are invalid	Number of invalid votes	% to total votes polled
Postal Ballot Form	128	6,037	0.00
Electronic Voting	0	0	0.00
<b>Total</b>	<b>128</b>	<b>6,037</b>	<b>0.00</b>

**Break-up of Invalid Voting:**

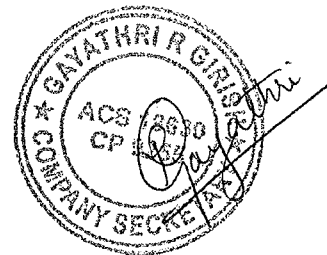
Particulars	Number of members whose votes are invalid	Number of invalid votes
Postal Ballot Form received without exercising voting right and without signature	1	5
Incorrect Voting	1	1
Member has not put any tick mark on either in Favour or Against the Resolution and only put his signature	53	2,474
Signature mismatch	68	832
Member has put tick mark on either in Favour or Against the Resolution but Postal Ballot Forms are not signed	2	4
Postal Ballot Form received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either member or the number of votes	1	1
Shareholders exercised voting rights electronically but failed to attached Board Resolution/Power of Attorney	2	2,720
<b>Total</b>	<b>128</b>	<b>6,037</b>

**Agenda wise voting details are as under:**

- (1) **Special Resolution** - Special Resolution under Section 180(1)(c) of the Companies Act, 2013, for authorizing the Board of Directors of the Company to borrow money/moneys upto an amount not exceeding Rs. 75,000 Crores.

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	715	57,502	0.03
Electronic Voting	171	22,15,32,141	99.85
<b>Total</b>	<b>886</b>	<b>22,15,89,643</b>	<b>99.88</b>



**(ii) Voted against the resolution**

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	144	9,695	0.00
Electronic Voting	23	2,56,159	0.12
<b>Total</b>	<b>167</b>	<b>2,65,854</b>	<b>0.12</b>

**(iii) Abstain from voting:**

Mode of Voting	Number of members	Number of votes held by them	% to total number of valid votes cast for resolution
Postal Ballot Form	0	0	0.00
Electronic Voting	1	41	0.00
<b>Total</b>	<b>1</b>	<b>41</b>	<b>0.00</b>

**(iv) Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

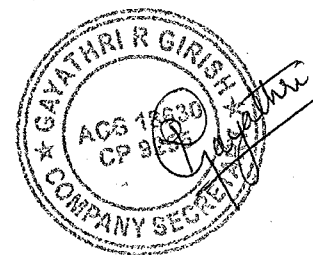
- (2) **Special Resolution-** Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for authorizing the Board of Directors to sell, lease, mortgage, or otherwise dispose off the whole or substantially the whole of undertaking of the Company upto an amount not exceeding Rs. 75,000 Crores.

**(i) Voted in favour of the resolution:**

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	667	55,943	0.03
Electronic Voting	171	22,15,31,686	99.85
<b>Total</b>	<b>838</b>	<b>22,15,87,629</b>	<b>99.88</b>

**(ii) Voted against the resolution:**

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	192	11,254	0.00
Electronic Voting	22	2,56,474	0.12
<b>Total</b>	<b>214</b>	<b>2,67,728</b>	<b>0.12</b>



(iii) Abstain from voting:

Mode of Voting	Number of members	Number of votes held by them	% to total number of valid votes cast for resolution
Postal Ballot Form	0	0	0.00
Electronic Voting	2	181	0.00
<b>Total</b>	<b>2</b>	<b>181</b>	<b>0.00</b>

(iv) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- (3) **Special Resolution** - Special Resolution under Section 186 of the Companies Act, 2013, for authorizing the Board of Directors to make investments, extend guarantee, provide security, make intercorporate loans upto an amount not exceeding Rs. 75,000 Crores.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	684	56,653	0.03
Electronic Voting	141	2,18,360,520	98.42
<b>Total</b>	<b>825</b>	<b>2,18,417,173</b>	<b>98.45</b>

(ii) Voted against the resolution:

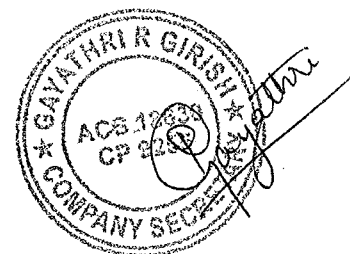
Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	175	10,544	0.00
Electronic Voting	53	34,27,780	1.55
<b>Total</b>	<b>228</b>	<b>34,38,324</b>	<b>1.55</b>

(iii) Abstain from voting:

Mode of Voting	Number of members	Number of votes held by them	% to total number of valid votes cast for resolution
Postal Ballot Form	0	0	0.00
Electronic Voting	1	41	0.00
<b>Total</b>	<b>1</b>	<b>41</b>	<b>0.00</b>

(iv) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



- (4) **Special Resolution** - Special Resolution under Sections 41, 42, 62 read with Section 71 and other applicable provisions of the Companies Act, 2013, authorizing the Board of Directors of the Company, for Issue of Equity Shares or any other convertible instruments for an amount not exceeding Rs. 5,000 Crores, at an appropriate time, by way of Follow on Issue, Private Placement basis, Qualified Institutional Placement basis, American Depository Receipts (ADRs), Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs) or any other mode or mechanism, subject to necessary approval and consent.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	709	61,762	0.03
Electronic Voting	146	21,84,05,206	98.44
<b>Total</b>	<b>855</b>	<b>21,84,66,968</b>	<b>98.47</b>

(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	150	5,435	0.00
Electronic Voting	48	33,83,094	1.53
<b>Total</b>	<b>198</b>	<b>33,88,529</b>	<b>1.53</b>

(iii) Abstain from voting:

Mode of Voting	Number of members	Number of votes held by them	% to total number of valid votes cast for resolution
Postal Ballot Form	0	0	0.00
Electronic Voting	1	41	0.00
<b>Total</b>	<b>1</b>	<b>41</b>	<b>0.00</b>

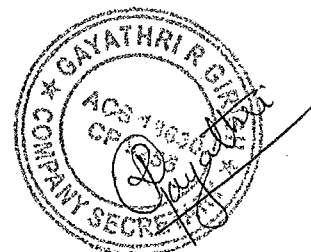
(iv) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

- (5) **Special Resolution**- Special Resolution under Section 14 and other applicable provisions of the Companies Act, 2013 for alterations of Articles of Association.

(i) Voted in favour of the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	665	60,872	0.03
Electronic Voting	150	21,88,85,094	98.66
<b>Total</b>	<b>815</b>	<b>21,89,45,966</b>	<b>98.69</b>





(ii) Voted against the resolution:

Mode of Voting	Number of members voted	Number of votes cast by them	% to total number of valid votes cast for resolution
Postal Ballot Form	194	6,325	0.00
Electronic Voting	45	29,03,247	1.31
<b>Total</b>	<b>239</b>	<b>29,09,572</b>	<b>1.31</b>

(iii) Abstain from voting:

Mode of Voting	Number of members	Number of votes held by them	% to total number of valid votes cast for resolution
Postal Ballot Form	0	0	0.00
Electronic Voting	0	0	0.00
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

(iv) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
Nil	Nil


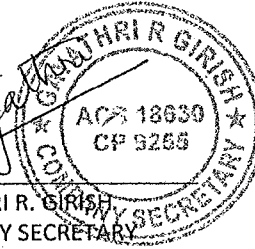
11. In terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22(11) of the Companies (Management and Administration) Rules, 2014 the Postal Ballot Forms and all other papers relating to Postal Ballot including voting by electronic means shall be under my safe custody till the chairman/director considers, approves and signs the minutes and thereafter, I shall return the Postal Ballot Forms and all other papers relating to Postal Ballot including voting by electronic means and Register maintained under Rule 22(10) of the Companies (Management and Administration) Rules, 2014, to the Company who shall preserve such Ballot Papers and other related papers and register safely.

You are kindly requested to acknowledge the receipt.

Thanking you,

Yours truly,

Signature  
Name  
Designation

:  
: GAYATHRI R. GIRISH  
: COMPANY SECRETARY  
IN WHOLE-TIME PRACTICE  
: 9255

Place: Aurangabad  
Date: 12<sup>th</sup> September, 2014

CP No.