

The Members

Videocon Industries Limited
 14 K.M. Stone, Aurangabad –Paithan Road,
 Village: Chittegaon, Taluka: Paithan,
 Dist.: Aurangabad - 431 105

Dear Members,

Sub.: Announcement of Results of voting by remote e-voting and by ballot of the resolutions passed at the 25th Annual General Meeting of the members of Videocon Industries Limited held on Saturday, 27th June, 2015, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad –Paithan Road, Village Chittegaon, Tal.: Paithan, Dist.: Aurangabad - 431 105 at 10.00 a.m.

25th Annual General Meeting of the members of Videocon Industries Limited (“AGM”) was held on Saturday, 27th June, 2015, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad –Paithan Road, Village Chittegaon, Tal.: Paithan, Dist.: Aurangabad - 431 105 at 10.00 a.m. to transact the business as mentioned in the Notice of AGM dated 15th May, 2015.

I, Radheyshyam Dalchand Agarwal, Chairman appointed for Annual General Meeting refer to the Scrutinizers Report and would like to inform you as under:

1. The Company on Thursday, 4th June, 2015 completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company fixed Saturday, 20th June, 2015, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.
2. The remote e-voting facility remained opened from Wednesday, 24th June, 2015 at 9.00 a.m. to Friday, 26th June, 2015 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Friday, 26th June, 2015.
3. Mrs. Gayathri R. Girish, Company Secretary in Whole Time Practice, (CP No.:9255) was appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.

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4. At the end of discussion on the resolution allowed voting by Ballot as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of the Companies Act, 2013, for all those members who were present at the annual general meeting and had not casted their vote by availing the remote e-voting facility.
5. After the conclusion of voting at the AGM, votes casted by Ballot at the AGM were counted, thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. K. N. Gandhi and Mr. Suresh Patil, who are not in the employment of the Company, in the manner provided in the Rules.
6. The Scrutinizer has issued separate Scrutinizer Report(s) dated 27th June, 2015 on Remote E-Voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 15th May, 2015.
7. The Members who had cast their votes by remote e-voting and participated in the Meeting even after exercising their right to vote through remote e-voting were not allowed to cast vote again at the Meeting.
8. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, the Scrutinizer has maintained the Register electronically.
9. The details of Voting through e-voting process (remote e-voting) and voting by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Saturday, 20 th June, 2015, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.	3,08,230
Total Number of Outstanding Shares as on Saturday, 20 th June, 2015	33,44,58,875

Total Voting:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	19	1,10,968	0.03

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 221, Dr. D. N. Road, Fort
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Registered Office
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 Village Chittegaon, Taluka Paithan
 District Aurangabad - 431 105, India
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New Delhi Office
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www.videoconworld.com

CIN No.: L99999MH1986PLC103624

e-voting process (remote e-voting)	137	22,59,43,380	67.55
Total	156	22,60,54,348	67.58

Valid Voting:

Mode of Voting	Number of Members whose votes are valid	Number of valid votes cast by them	% to total votes cast by them
Votes cast by Ballot	19	1,10,968	100.00
e-voting process (remote e-voting)	137	22,59,43,380	100.00
Total	156	22,60,54,348	100.00

Invalid Voting:

Mode of Voting	Number of Members whose votes are invalid	Number of invalid votes	% to total votes cast by them
Votes cast by Ballot	NIL	NIL	NIL
e-voting process (remote e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

Further, to the above, and based on the Consolidated Report of Scrutinizer of voting through electronics means and voting by Ballot conducted at AGM I hereby declared that following resolutions have been duly passed with requisite majority:

1. Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Audited Statement of Profit and Loss for the financial period ended 31st December, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution pursuant to provisions of Section 123 of the Companies Act, 2013 and the Rules made there under, to declare dividend on preference shares.

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3. Ordinary Resolution pursuant to provisions of Section 123 of the Companies Act, 2013 and the Rules made there under, to declare dividend on equity shares held by Non-Promoter Shareholders (Public Shareholders).
4. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to appoint Statutory Auditors of the Company and fix their remuneration.
5. Ordinary Resolution pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013, and the Rules made there under, to appoint Mrs. Ramabai Venugopal Dhoot (DIN: 02377583), as a Director, liable to retire by rotation.
6. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint/confirm Mr. Anil Joshi (DIN: 00019927), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.
7. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint/confirm Maj. Gen. Sudhir Chintamani Nilkanth Jatar (DIN: 00393605), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.
8. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint/confirm Mr. Radheyshyam Dalchand Agarwal (DIN: 00012594), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.
9. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, for the financial year commencing on 1st January, 2015.
10. Ordinary Resolution pursuant to provisions of Section 196 of the Companies Act, 2013 and the Rules made there under, to re-appoint Mr. Venugopal N. Dhoot (DIN: 00092450) as a Managing Director of the Company, for a period of five years with effect from 1st September, 2015 to 31st August, 2020, liable to retire by rotation at Nil remuneration.

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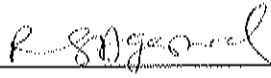
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Fort House, 2nd Floor 221, Dr. D. N. Road, Fort Mumbai - 400 001, India T (+91-22) 66113500 F (+91-22) 66551985/66113600	14KM Stone, Aurangabad-Paithan Road Village Chittegaon, Taluka Paithan District Aurangabad - 431 105, India T (+91-2431) 251501-2 F (+91-2431) 251551	Videocon Tower, 12th Floor, Rani Jansi Marg, E-1 Jhandewalan Extn, New Delhi - 110055 India T (+91-11) 41593100 F (+91-11) 41593150/23616593	42, Thirumalai Pillai Road, 1st Floor, T. Nagar, Chennai - 600 017 India T (+91-44) 28343180 F (+91-44) 28340950

- 1.1. Special Resolution pursuant to provisions of Section 41, 42, 62, 67, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, 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.

Consolidated Report of Scrutinizer of voting through electronics means and voting by Ballot conducted at the AGM is attached herewith.

Place: Aurangabad

Date: 27th June, 2015

Signature : 
Name : RADHEYSHYAM DALCHAND AGARWAL
Designation : DIRECTOR AND CHAIRMAN OF THE
 ANNUAL GENERAL MEETING
DIN : 00012594

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Gayathri R Girish

Company Secretary

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

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Email : girish.gayathri@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Amendment Rules, 2015 and Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
25th Annual General Meeting of the Equity Shareholders of Videocon Industries Limited held on Saturday, 27th June, 2015, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad – Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist.: Aurangabad - 431 105 (Maharashtra) at 10.00 a.m.

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 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014 and revised Clause 35B of the Listing Agreement, for the purpose of scrutinizing the e-voting process (remote e-voting) and votes casted by Ballot at the Annual General Meeting ("AGM").

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronics means and vote cast by ballot on the resolutions contained in Notice of Annual General Meeting dated 15th May, 2015. My responsibility as a Scrutinizer for voting through electronic means and votes cast by ballot at AGM 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 for providing voting by electronic means and information available/downloaded from CDSL website www.evotingindia.com and based on the Scrutiny of Ballot Forms cast after AGM and verified based on the data provided by MCS Share Transfer Agent Limited, Registrar and Share Transfer Agents of the Company.

I have issued separate Scrutinizer Reports dated 27th June, 2015 on Remote E-Voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 15th May, 2015.

Further, to the above, I hereby submit Consolidated Scrutiny Report of e-voting process (remote e-voting) and votes casted by Ballot at AGM:



Gayathri R Girish

Company Secretary

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

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1. The Company on Thursday, 4th June, 2015 completed the dispatch of Annual Reports along with Notice of AGM to all shareholders of the Company and all other persons who are entitled to receive the same through permitted mode. The Company fixed Saturday, 20th June, 2015, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and votes to be casted by Ballot at AGM.
2. The remote e-voting facility remained opened from Wednesday, 24th June, 2015 at 9.00 a.m. to Friday, 26th June, 2015 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Friday, 26th June, 2015.
3. The Chairman of the AGM, at the end of discussion on the resolution allowed voting by Ballot as provided in clauses (a) to (h) of sub-rule (1) of Rule 21 of Companies (Management and Administration) Rules, 2014, for all those members who were present at the annual general meeting and had not casted their vote by availing the remote e-voting facility.
4. After the conclusion of voting at the AGM, votes casted by Ballot at the AGM were counted, thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. K. N. Gandhi and Mr. Suresh Patil, who are not in the employment of the Company, in the manner provided in the Rules.
5. The Members who had casted their votes by remote e-voting and participated in the Meeting even after exercising their right to vote through remote e-voting were not allowed to cast vote again at the Meeting.
6. In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, I have maintained the Register electronically.
7. The details of Voting through e-voting process (remote e-voting) and votes cast by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Saturday, 20 th June, 2015, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Ballot at AGM.	3,08,230
Total Number of Outstanding Shares as on Saturday, 20 th June, 2015	33,44,58,875



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Total Voting:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	20	1,10,998	0.03
e-voting process (remote e-voting)	141	22,59,43,380	67.56
Total	161	22,60,54,378	67.59

Valid Voting:

Mode of Voting	Number of Members whose votes are valid	Number of valid votes cast by them	% to total votes cast by them
Votes cast by Ballot	20	1,10,998	100.00
e-voting process (remote e-voting)	141	22,59,43,380	100.00
Total	161	22,60,54,378	100.00

Invalid Voting:

Mode of Voting	Number of Members whose votes are invalid	Number of invalid votes	% to total votes cast by them
Votes cast by Ballot	NIL	NIL	NIL
e-voting process (remote e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL



Gayathri R Girish

Company Secretary

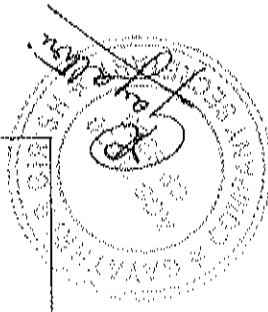
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Further, to the above, I hereby submit Consolidated Scrutiny Report of voting through electronics means and voting by Ballot as under:

Item no. of the Notice	Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	No of Members abstain from voting & No. of Shares held by them
			Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
1. Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Audited Statement of Profit and Loss for the financial period ended 31st December, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.	E-Voting	22,59,43,330	22,59,42,295	99.95	1,035	0.00	NIL	1 Shareholder holding 50 Shares
	Voting by Ballot	1,10,872	1,10,872	0.05	NIL	NIL	NIL	1 Shareholder holding 126 Shares
	Total		22,60,54,202	22,60,53,167	100.00	1,035	0.00	NIL
2. Ordinary Resolution pursuant to provisions of Section 123 of the Companies Act, 2013 and the Rules made there under, to declare dividend on preference shares.	E-Voting	22,59,43,380	22,59,42,345	99.95	1,035	0.00	NIL	
	Voting by Ballot	1,10,872	1,10,872	0.05	NIL	NIL	NIL	1 Shareholder holding 126 Shares
	Total		22,60,54,252	22,60,53,217	100.00	1,035	0.00	NIL



Gayathri R Girish

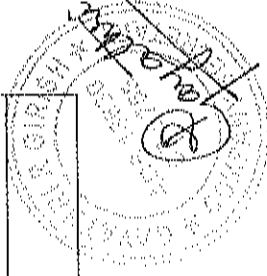
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3. Ordinary Resolution pursuant to provisions of Section 123 of the Companies Act, 2013 and the Rules made there under, to declare dividend on equity shares held by Non-Promoter Shareholders (Public Shareholders).	E-Voting	22,59,43,380	22,59,42,745	99.95	635	0.00	NIL	1 Shareholder holding 126 Shares
	Voting by Ballot	1,10,842	1,10,842	0.05	NIL	NIL	NIL	
	Total	22,60,54,222	22,60,53,587	100.00	635	0.00	NIL	
4. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to appoint Statutory Auditors of the Company and fix their remuneration.	E-Voting	22,59,39,931	22,59,00,982	99.93	38,949	0.02	NIL	1 Shareholder holding 3,449 Shares
	Voting by Ballot	1,10,998	1,10,998	0.05	NIL	NIL	NIL	
	Total	22,60,50,929	22,60,11,980	99.98	38,949	0.02	NIL	
5. Ordinary Resolution pursuant to the provisions of Section 149, 152, 160 of the Companies Act, 2013, and the Rules made there under, to appoint Mrs. Ramabai Venugopal Dhoot (DIN: 02377583), as a Director, liable to retire by rotation.	E-Voting	22,59,43,380	22,59,41,094	99.95	2,286	0.00	NIL	
	Voting by Ballot	1,10,998	1,10,998	0.05	NIL	NIL	NIL	
	Total	22,60,54,378	22,60,52,092	100.00	2,286	0.00	NIL	
6. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the	E-Voting	22,59,43,380	22,58,91,386	99.93	51,994	0.02	NIL	



Gayathri R Girish

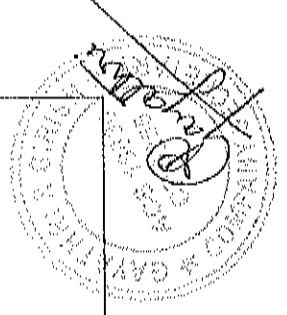
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Companies Act, 2013, and the Rules made there under to appoint/confirm Mr. Anil Joshi (DIN: 00019927), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.	Voting by Ballot	1,10,998	1,10,998	0.05	NIL	NIL	NIL	1 Shareholder holding 1Share
	Total	22,60,54,378	22,60,02,384	99.98	51,994	0.02	NIL	
7. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint/confirm Maj. Gen. Sudhir Chintamani Nilkanth Jatar (DIN: 00393605), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.	E-Voting	22,59,43,379	22,58,87,920	99.93	55,459	0.02	NIL	
	Voting by Ballot	1,10,998	1,10,998	0.05	NIL	NIL	NIL	
	Total	22,60,54,377	22,59,98,918	99.98	55,459	0.02	NIL	
8. Ordinary Resolution pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, and the Rules made there under to appoint/confirm Mr. Radheshyam Dalchand Agarwal (DIN: 00012594), as an Independent Director to hold office upto a term of five consecutive years from 14th August, 2014, not liable to retire by rotation.	E-Voting	22,59,42,380	22,58,87,936	99.93	54,444	0.02	NIL	1 Shareholder holding 1,000 Shares
	Voting by Ballot	1,10,998	1,10,998	0.05	NIL	NIL	NIL	
	Total	22,60,53,378	22,59,98,934	99.98	54,444	0.02	NIL	



Gayathri R Girish

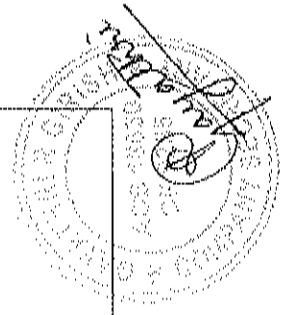
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rotation.										
9. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify payment of remuneration of Mr. Jayant B. Galande, Cost Accountant in Whole-Time Practice, for the financial year commencing on 1 st January, 2015.	E-Voting Voting Ballot	22,59,43,380 1,10,998	22,59,04,417 1,10,998	99.93 0.05	38,963 NIL	0.02 NIL	NIL NIL			
Total		22,60,54,378	22,60,15,415	99.98	38,963	0.02	NIL			
10. Ordinary Resolution pursuant to provisions of Section 196 of the Companies Act, 2013 and the Rules made there under, to re-appoint Mr. Venugopal N. Dhoot (DIN: 00092450) as a Managing Director of the Company, for a period of five years with effect from 1 st September, 2015 to 31 st August, 2020, liable to retire by rotation at Nil remuneration.	E-Voting Voting Ballot	22,59,43,380 1,10,998	22,59,42,294 1,10,998	99.95 0.05	1,086 NIL	0.00 NIL	NIL NIL			
Total		22,60,54,378	22,60,53,292	100.00	1,086	0.00	NIL			
11. Special Resolution pursuant to provisions of Section 41, 42, 62, 67, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under,	E-Voting Voting Ballot	22,59,43,380 1,10,998	22,16,52,173 1,10,998	98.05 0.05	42,91,207 NIL	1.90 NIL	NIL NIL			



Gayathri R Girish

Company Secretary

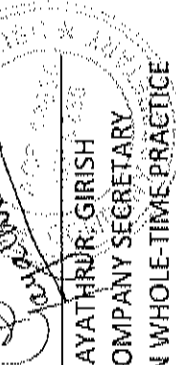
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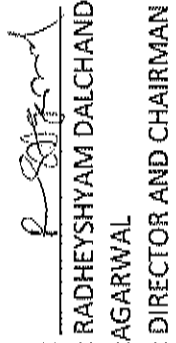
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	Total	22,60,54,378	22,17,63,171	98.10	42,91,207	1.90	NIL
authorizing the Board of Directors of the Company, for issue of Equity Shares or any other convertible instruments for an amount not exceeding Rs. 5,000 Crores, at an appropriate time, by way 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.							

The electronic data and all other relevant records relating to the e-voting and voting by Ballot are under my safe custody and will be handed over to the Chairman and Managing Director, Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Signature : 
Name : GAYATHRI R GIRISH
Designation : COMPANY SECRETARY
IN WHOLE-TIME PRACTICE

Signature : 
Name : RADHEYSHYAM DALCHAND
Designation : AGARWAL
: DIRECTOR AND CHAIRMAN
: OF THE AGM
DIN : 00012594

Place: Aurangabad
Date: 27th June, 2015