

Gayathri R Girish

Company Secretary

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

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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,

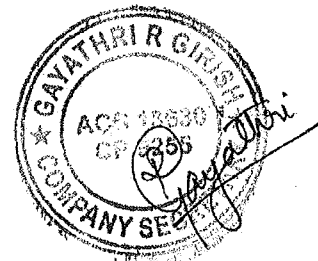
Extra-Ordinary General Meeting of the Shareholders of Videocon Industries Limited held on Monday, 12th October, 2015, at 2.30 p.m. at the Registered Office of the Company at 14 K. M. Stone, Aurangabad-Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist: Aurangabad - 431 105 (Maharashtra).

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 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 voting by Ballot at the Extra-Ordinary General Meeting ("EGM").

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 electronic means and voting by ballot on the resolution contained in Notice of EGM dated 14th September, 2015. My responsibility as a Scrutinizer for voting through electronic means and voting by ballot at EGM is restricted to make a Scrutinizer's Report of votes casted "In Favour" or "Against" the resolution 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.co.in and based on the Scrutiny of Ballot Forms casted after EGM and verified based on the data provided by M/s. MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.

I have issued separate Scrutinizer Report(s) dated 12th October, 2015 on Remote E-Voting and Voting by Ballot on the resolution contained in Notice of EGM dated 14th September, 2015.



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

1. The Company fixed Monday, 5th October, 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 EGM.
2. The remote e-voting facility remained open from Friday, 9th October, 2015 at 9.00 a.m. to Sunday, 11th October, 2015 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Sunday, 11th October, 2015.
3. The Chairman of the EGM, 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 EGM and had not casted their vote by availing the remote e-voting facility.
4. 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.
5. After the conclusion of voting by ballot at the EGM, votes casted through means of Ballot were counted, thereafter votes casted through remote e-voting were unblocked in the presence of Mr. Suresh M Patil and Mr. Sumit who are not in the employment of the Company, in the manner provided in the Rules.
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 aggregate of Voting through Remote E-voting process and Votes casted by Ballot at the EGM are as under:

Particulars	Particulars
Total Number of Shareholders as on Monday, 5 th October, 2015, the cut-off date/entitlement date for identifying the Shareholders entitled to participate by e-voting process (remote e-voting) or voting by Ballot at EGM.	3,05,217 (Including abeyance cases)
Total Number of Outstanding Shares as on the cutoff date/entitlement date i.e. Monday, 5 th October, 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	19	96,762	0.03%
e-voting process (remote e-voting)	115*	22,86,79,553	68.37%
Total	134	22,87,76,315	68.40%

*Including holders holding multiple folio

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	96,762	0.03%
e-voting process (remote e-voting)	115*	22,86,79,553	68.37%
Total	134	22,87,76,315	68.40%

*Including holders holding multiple folio

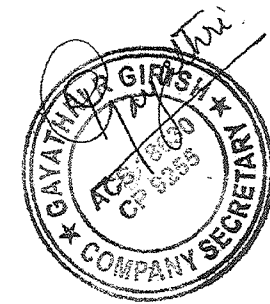
Invalid Voting:

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



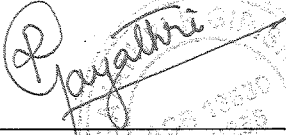
Further, to the above, I hereby submit Consolidated Scrutiny Report of voting through electronic means and voting conducted by Ballot at EGM as under:

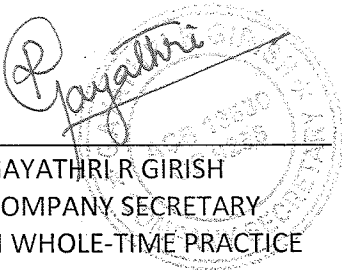
Item no. of the Notice	Mode of Voting	Total number of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid votes	No of Members abstain from voting & No. of Shares held by them
			Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast		
1. Special Resolution under Section 62(3) of the Companies Act, 2013 and Rules made thereunder.	Voting by Ballot	96,762	96,762	100.00%	NIL	NIL	NIL	NIL
	Remote E-Voting	22,86,79,553	22,41,62,338	98.02%	45,17,215	1.98%	NIL	NIL
	Total	22,87,76,315	22,42,59,100	98.03%	45,17,215	1.97%	NIL	NIL

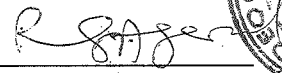


The electronic data and all other relevant records relating to the e-voting and voting by Ballot are under my safe custody and will be handed over to the Chairman and Managing Directors/ Company Secretary of Company for preserving safely after the Chairman considers, approves and signs the minutes of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

Place: Aurangabad
Date: 12th October, 2015


Signature : _____
Name : GAYATHRI R GIRISH
Designation : COMPANY SECRETARY
IN WHOLE-TIME PRACTICE
CP No. : 9255




Signature : _____
Name : RADHEYSHYAM DALCHAND AGARWAL
Designation : DIRECTOR AND CHAIRMAN OF THE
EXTRA-ORDINARY GENERAL MEETING
DIN : 00012594

