



**VIDEOCON**

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 27<sup>th</sup> Annual General Meeting of the members of Videocon Industries Limited held on Friday, 22<sup>nd</sup> December, 2017, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad –Paithan Road, Village Chittegaon, Tal.: Paithan, Dist.: Aurangabad - 431 105 at 11.00 a.m.**

27<sup>th</sup> Annual General Meeting of the members of Videocon Industries Limited (“AGM”) was held on Friday, 22<sup>nd</sup> December, 2017, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad – Paithan Road, Village Chittegaon, Tal.: Paithan, Dist.: Aurangabad - 431 105 at 11.00 a.m. to transact the business as mentioned in the Notice of AGM dated 24<sup>th</sup> November, 2017.

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 has fixed Friday, 15<sup>th</sup> December, 2017, 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 Tuesday, 19<sup>th</sup> December, 2017 at 9.00 a.m. to Thursday, 21<sup>st</sup> December, 2017 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Thursday, 21<sup>st</sup> December, 2017.
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.
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.

## **VIDEOCON INDUSTRIES LIMITED**

<i>Correspondence Address</i>	<i>Registered Office</i>	<i>New Delhi Office</i>	<i>Project Office (Oil &amp; Gas)</i>
171 Mittal Court, 'C' wing, 17th Floor, Nariman Point, Mumbai - 400 021, India T (+91-22) 6611 3500	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	Videocon Tower, 12th Floor, Rani Jansi Marg, E-1 Jhandewalan Extn, New Delhi - 110055 India T (+91-11) 41593100 F (+91-11) 41593150/23616593 CIN No.: L99999MH1986PLC103624	42, Thirumalai Pillai Road, 1st Floor, T. Nagar, Chennai - 600 017 India T (+91-44) 28343180 F (+91-44) 28340950

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 manner provided in the Rules.
6. The Scrutinizer has issued separate Scrutinizer Report(s) dated 22<sup>nd</sup> December, 2017 on Remote E-Voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 24<sup>th</sup> November, 2017 and a consolidated Report.
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 Friday, 15 <sup>th</sup> December, 2017, 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.	320,074
Total Number of Outstanding Shares as on Friday, 15 <sup>th</sup> December, 2017	3,34,084,609

## VIDEOCON INDUSTRIES LIMITED

Correspondence Address	Registered Office	New Delhi Office	Project Office (Oil & Gas)
171 Mittal Court, 'C' wing, 17th Floor, Nariman Point, Mumbai - 400 021, India T (+91-22) 6611 3500	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	Videocon Tower, 12th Floor, Rani Jansi Marg, E-1 Jhandewalan Extn, New Delhi - 110055 India T (+91-11) 41593100 F (+91-11) 41593150/23616593 CIN No.: L99999MH1986PLC103624	42, Thirumalai Pillai Road, 1st Floor, T. Nagar, Chennai - 600 017 India T (+91-44) 28343180 F (+91-44) 28340950

**Total Voting:-**

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	25	48,305	0.01
e-voting process (remote e-voting)	90	178,446,921	53.41
<b>Total</b>	<b>115</b>	<b>178,495,226</b>	<b>53.43</b>

**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	25	48,305	100.00
e-voting process (remote e-voting)	90	178,446,921	100.00
<b>Total</b>	<b>115</b>	<b>178,495,226</b>	<b>100.00</b>

**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
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

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:

**VIDEOCON INDUSTRIES LIMITED**

**Ordinary Business:**

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 Standalone and Consolidated Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2017 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.
2. Ordinary Resolution pursuant to the provisions of Section 152 of the Companies Act, 2013, and the Rules made there under, to appoint a Director in place of Mr. Venugopal N. Dhoot (DIN: 00092450), who retires by rotation and being eligible offers himself for reappointment.
3. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to appoint M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting i.e., the 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company subject to the ratification of appointment by the members and fixation of their remuneration.

**Special Business:**

4. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify and confirm payment of remuneration of Mr. Jayant B. Galande, Membership No. 5255, Cost Accountant in Whole-Time Practice, Aurangabad, Cost Auditor of the Company, for the financial year commencing on 1<sup>st</sup> April, 2017.
5. Special Resolution in supersession of the earlier resolution passed by the Shareholders of the Company at the Annual General Meeting held on 27<sup>th</sup> June, 2016 and pursuant to the provisions of Section 41, 42, 62, 67 and 71 of the Companies Act, 2013, and the Rules made there under for approval to create, issue, offer and allot equity shares and/or other equity linked or convertible financial instruments ("OFIs") in one or more tranches, whether denominated in Indian Rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for an amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only), or its equivalent in foreign currency.

**VIDEOCON INDUSTRIES LIMITED**

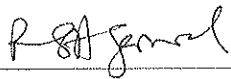
Correspondence Address	Registered Office	New Delhi Office	Project Office (Oil & Gas)
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**VIDEOCON**

6. Ordinary Resolution pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013, and the Rules made there under to appoint Mrs. Sarita Surve (DIN:07728829), as an Independent Director to hold office upto a term of five consecutive years from 22<sup>nd</sup> December, 2017, not liable to retire by rotation.

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

Signature :   
Name : RADHEYSHYAM D. AGARWAL  
Designation : DIRECTOR & CHAIRMAN OF AGM  
DIN : 00012594  
Date: 22/12/2017  
Place: Aurangabad

## VIDEOCON INDUSTRIES LIMITED

Correspondence Address	Registered Office	New Delhi Office	Project Office (Oil & Gas)
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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)

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## VIDEOCON INDUSTRIES LIMITED

### SCRUTINIZER'S REPORT ON REMOTE E-VOTING

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

To,  
The Chairman,

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Videocon Industries Limited held on Friday, 22<sup>nd</sup> December, 2017, 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 11.00 a.m.

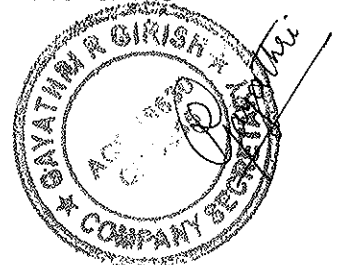
Dear Sir,

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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting 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 electronic means on the resolutions contained in Notice of Annual General Meeting dated 24<sup>th</sup> November, 2017. My responsibility as a Scrutinizer for voting through electronic means is restricted to make a Scrutinizer's Report of votes casted "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](http://www.evotingindia.com).

Further, to the above, I hereby submit Scrutiny Report of e-voting process (remote e-voting):

1. The Company has fixed Friday, 15<sup>th</sup> December, 2017, 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 Tuesday, 19<sup>th</sup> December, 2017 at 9.00 a.m. to Thursday, 21<sup>st</sup> December, 2017 till 5.00 p.m., both days inclusive. The



# 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)

remote e-voting facility was not allowed beyond 5.00 p.m. on Thursday, 21<sup>st</sup> December, 2017.

3. After the conclusion of voting by Ballot at the AGM, votes casted through remote e-voting votes were unblocked in 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.
4. 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, I have maintained the Register electronically.
5. The details of Voting through e-voting process (remote e-voting) is as under:

Particulars	Particulars
Total Number of Shareholders as on Friday, 15 <sup>th</sup> December, 2017, 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.	320,074
Total Number of Outstanding Shares as on Friday, 15 <sup>th</sup> December, 2017	3,34,084,609
Number of Members exercised their right to vote through remote e-voting	90
Number of votes held by them	178,446,921
% to total outstanding shares	53.41

### Valid Voting:

Number of Members whose votes are valid	Number of valid votes cast by them	% to votes polled by E-Voting
90	178,446,921	100.00

### Invalid Voting:

Number of Members whose votes are invalid	Number of invalid votes	% to votes polled by E Voting
NIL	NIL	NIL



# Gayathri R Girish

## Company Secretary

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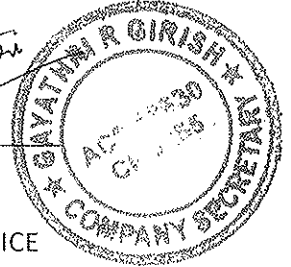
Email : [girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

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The electronic data and all other relevant records relating to the e-voting 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  
CP No. : 9255

*Gayathri*



Place: Aurangabad  
Date: 22<sup>nd</sup> December, 2017



# Gayathri R Girish

Company Secretary

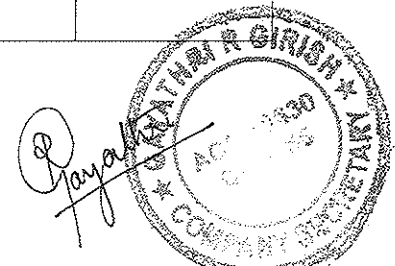
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Email : [girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

Further, to the above, I hereby submit Agenda wise Scrutiny Report of voting through electronic means as under:

Item no. of the Notice	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	Nos.	
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 Standalone and Consolidated Audited Statement of Profit and Loss for the financial year ended 31 <sup>st</sup> March, 2017 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.	177,970,042	99.73	476,879	0.27	NIL	NIL
2. Ordinary Resolution pursuant to the provisions of Section 152 of the Companies Act, 2013, and the Rules made there under, to appoint a Director in place of Mr. Venugopal N. Dhoot (DIN: 00092450), who retires by rotation and being eligible offers himself for reappointment.	178,427,992	99.99	18,929	0.01	NIL	NIL
3. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made	178,436,516	99.99	10,405	0.01	NIL	NIL



# Gayathri R Girish


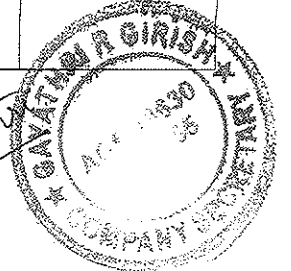
Company Secretary

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

Mobile : +91 9960184564

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

there under, to appoint M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting i.e., the 27 <sup>th</sup> Annual General Meeting until the conclusion of the 32 <sup>nd</sup> Annual General Meeting of the Company subject to the ratification of appointment by the members and fixation of their remuneration.						
4. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify and confirm payment of remuneration of Mr. Jayant B. Galande, Membership No. 5255, Cost Accountant in Whole-Time Practice, Aurangabad, Cost Auditor of the Company, for the financial year commencing on 1 <sup>st</sup> April, 2017.	178,432,542	99.99	14,379	0.01	NIL	NIL
5. Special Resolution in supersession of the earlier resolution passed by the Shareholders of the Company at the Annual General Meeting held on 27 <sup>th</sup> June, 2016 and pursuant to the provisions of Section 41, 42, 62, 67 and 71 of the Companies Act, 2013, and the Rules made there under for approval to create, issue, offer and allot equity shares	176,545,526	98.93	1,901,395	1.07	NIL	NIL

# Gayathri R Girish

Company Secretary

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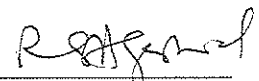
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and/or other equity linked or convertible financial instruments ("OFIs") in one or more tranches, whether denominated in Indian Rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for an amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only), or its equivalent in foreign currency.						
6. Ordinary Resolution pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013, and the Rules made there under to appoint Mrs. Sarita Surve (DIN:07728829), as an Independent Director to hold office upto a term of five consecutive years from 22 <sup>nd</sup> December, 2017, not liable to retire by rotation.	178,446,419	100.00	502	0.00	NIL	NIL

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 AGM  
DIN : 00012594

Place: Aurangabad

Date: 22<sup>nd</sup> December, 2017

# 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)

### Form No. MGT - 13

#### REPORT OF SCRUTINIZER ON VOTING BY BALLOT

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

To,  
The Chairman,

27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Videocon Industries Limited held on Friday, 22<sup>nd</sup> December, 2017, 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 11.00 a.m.

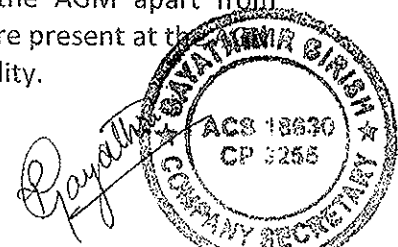
Dear Sir,

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 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the e-voting process (remote e-voting) and voting 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 by ballot on the resolutions contained in Notice of Annual General Meeting dated 24<sup>th</sup> November, 2017. My responsibility as a Scrutinizer for voting conducted through 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 Scrutiny of Ballot Forms verified with the data provided by MCS Share Transfer Agent Limited, Registrar and Share Transfer Agents of the Company.

Further, to the above, I hereby submit Scrutiny Report of voting by Ballot at AGM:

- (A) The Company has fixed Friday, 15<sup>th</sup> December, 2017, 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.
- (B) The Company also provided facility for voting by Ballot at the AGM apart from providing remote e-voting facility for all those members who were present at the AGM but have not cast their votes by availing the remote e-voting facility.



# Gayathri R Girish

## Company Secretary

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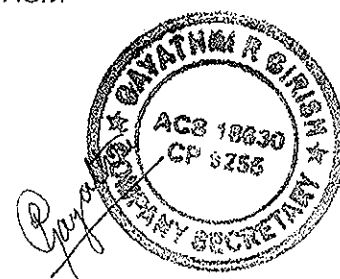
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Email : [girish.gayathri@gmail.com](mailto:girish.gayathri@gmail.com)

- (C) 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 the Companies (Management and Administration) Rules 2014, for all those members who were present at the AGM and had not cast their vote by availing the remote e-voting facility.
- (D) 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.
- (E) After the time fixed for closing of the Ballot by the Chairman, Ballot Box kept for polling was locked in my presence with due identification mark placed by me.
- (F) The locked Ballot Box was subsequently opened in my presence and the Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by the Company with M/s. MCS Share Transfer Agent Limited, the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- (G) I did not find any invalid Ballot.
- (H) 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, I, have maintained the Register electronically.
- (I) The details of Voting by Ballot at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Friday, 15 <sup>th</sup> December, 2017, 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.	320,074
Total Number of Outstanding Shares as on Friday, 15 <sup>th</sup> December, 2017	3,34,084,609
Number of Members participated in voting by Ballot	25
Number of Votes cast by them	48,305
% to total outstanding shares	0.014

#2 Shareholders holding 3,003,634 shares abstained from voting at AGM



# Gayathri R Girish

Company Secretary

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

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## Valid Voting:

Number of Members whose votes are valid	Number of valid votes cast by them	% to votes polled by Ballot
25	48,305	100.00

## Invalid Voting:

Number of Members whose votes are invalid	Number of invalid votes	% to votes polled by Ballot
NIL	NIL	NIL

(J) The Result of the voting by Ballot at the AGM is as under:

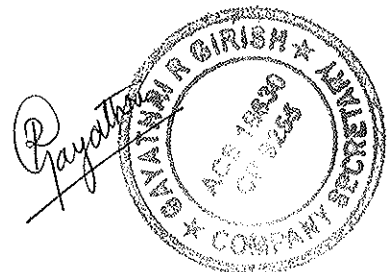
- (1) Ordinary Resolution pursuant to the provisions of Section 129 of the Companies Act, 2013, and the Rules made there under, to consider and adopt the Standalone and Consolidated Audited Statement of Profit and Loss for the financial year ended 31<sup>st</sup> March, 2017 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon:

- (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	48,305	100.00

- (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



# 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)

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

(2) Ordinary Resolution pursuant to the provisions of Section 152 of the Companies Act, 2013, and the Rules made there under, to appoint a Director in place of Mr. Venugopal N. Dhoot (DIN: 00092450), who retires by rotation and being eligible offers himself for reappointment:

(i) Voted in favour of the Resolution:

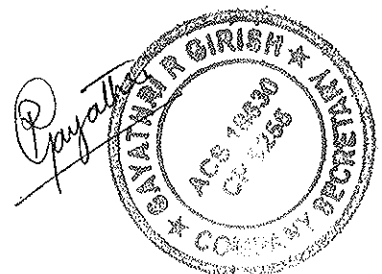
Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	48,305	100.00

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL



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- (3) Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to appoint M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting i.e., the 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company subject to the ratification of appointment by the members and fixation of their remuneration:

- (i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	48,305	100.00

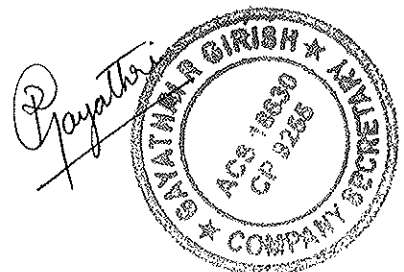
- (ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

- (iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

- (4) Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify and confirm payment of remuneration of Mr. Jayant B. Galande, Membership No. 5255, Cost Accountant in Whole-Time Practice, Aurangabad, Cost Auditor of the Company, for the financial year commencing on 1<sup>st</sup> April, 2017:





# Gayathri R Girish

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(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	48,305	100.00

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

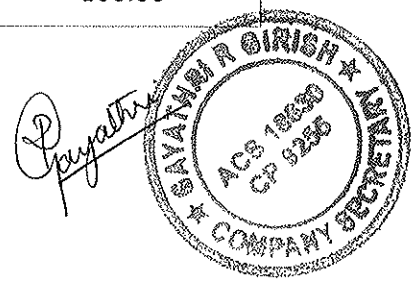
(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

- (5) Special Resolution in supersession of the earlier resolution passed by the Shareholders of the Company at the Annual General Meeting held on 27<sup>th</sup> June, 2016 and pursuant to the provisions of Section 41, 42, 62, 67 and 71 of the Companies Act, 2013, and the Rules made there under for approval to create, issue, offer and allot equity shares and/or other equity linked or convertible financial instruments ("OFIs") in one or more tranches, whether denominated in Indian Rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for an amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only), or its equivalent in foreign currency:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	48,305	100.00



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(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

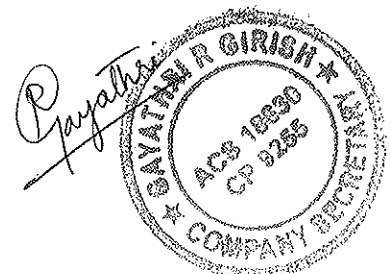
(6) Ordinary Resolution pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013, and the Rules made there under to appoint Mrs. Sarita Surve (DIN:07728829), as an Independent Director to hold office upto a term of five consecutive years from 22<sup>nd</sup> December, 2017, not liable to retire by rotation:

(i) Voted in favour of the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	48,305	100.00

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



# Gayathri R Girish

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(iii) Invalid Votes:

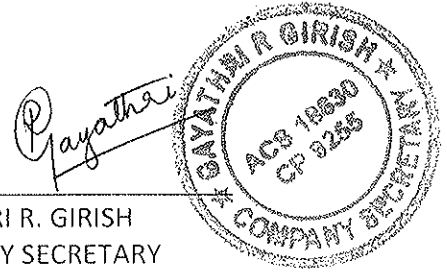
Total number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
NIL	NIL

- (K) The Compact Disc (CD) containing the list of Equity Shareholders who voted "In Favour" or "Against" for each resolution is enclosed.
- (L) The Ballot Papers and all other relevant records 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.

Thanking you,

Yours truly,

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  
ANNUAL GENERAL MEETING  
DIN : 00012594

Place: Aurangabad

Date: 22<sup>nd</sup> December, 2017

# Gayathri R Girish

## Company Secretary

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Mobile : +91 9960184564

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

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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,

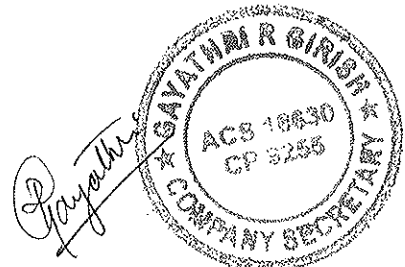
27<sup>th</sup> Annual General Meeting of the Equity Shareholders of Videocon Industries Limited held on Friday, 22<sup>nd</sup> December, 2017, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad – Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist.: Aurangabad - 431 105 (Maharashtra) at 11.00 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 electronic means and votes cast by ballot on the resolutions contained in Notice of Annual General Meeting dated 24<sup>th</sup> November, 2017. 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](http://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 22<sup>nd</sup> December, 2017 on Remote E-Voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 24<sup>th</sup> November, 2017.



# Gayathri R Girish

## Company Secretary

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

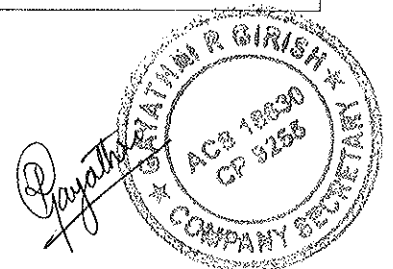
Mobile : +91 9960184564

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

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

1. The Company has fixed Friday, 15<sup>th</sup> December, 2017, 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 Tuesday, 19<sup>th</sup> December, 2017 at 9.00 a.m. to Thursday, 21<sup>st</sup> December, 2017 till 5.00 p.m., both days inclusive. The remote e-voting facility was not allowed beyond 5.00 p.m. on Thursday, 21<sup>st</sup> December, 2017.
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 Friday, 15 <sup>th</sup> December, 2017, 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.	320,074
Total Number of Outstanding Shares as on Friday, 15 <sup>th</sup> December, 2017	3,34,084,609



# Gayathri R Girish

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## Total Voting:

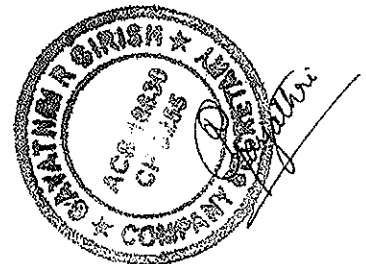
Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	25	48,305	0.01
e-voting process (remote e-voting)	90	178,446,921	53.41
<b>Total</b>	<b>115</b>	<b>178,495,226</b>	<b>53.43</b>

## 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	25	48,305	100.00
e-voting process (remote e-voting)	90	178,446,921	100.00
<b>Total</b>	<b>115</b>	<b>178,495,226</b>	<b>100.00</b>

## 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
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>



# Gayathri R Girish

Company Secretary


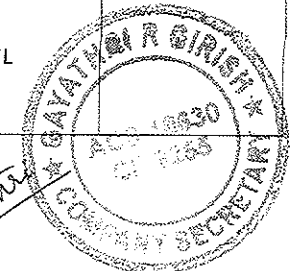
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Mobile : +91 9960184564

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

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 Standalone and Consolidated Audited Statement of Profit and Loss for the financial year ended 31 <sup>st</sup> March, 2017 and the Audited Balance Sheet as at that date together with the Cash Flow Statement, Reports of the Board of Directors and Auditors thereon.	E-Voting	178,446,921	177,970,042	99.73	476,879	0.27	NIL	
	Voting by Ballot	48,305	48,305	100.00	NIL	NIL	NIL	
	<b>Total</b>	<b>178,495,226</b>	<b>178,018,347</b>	<b>99.73</b>	<b>476,879</b>	<b>0.27</b>	<b>NIL</b>	
2. Ordinary Resolution pursuant to the provisions of Section 152 of the Companies Act, 2013, and the Rules made there under, to appoint a Director in place of Mr. Venugopal N. Dhoot (DIN: 00092450), who retires by rotation and being eligible offers himself for reappointment.	E-Voting	178,446,921	178,427,992	99.99	18,929	0.01	NIL	
	Voting by Ballot	48,305	48,305	100.00	NIL	NIL	NIL	
	<b>Total</b>	<b>178,495,226</b>	<b>178,476,297</b>	<b>99.99</b>	<b>18,929</b>	<b>0.01</b>	<b>NIL</b>	

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3. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to appoint M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting i.e., the 27 <sup>th</sup> Annual General Meeting until the conclusion of the 32 <sup>nd</sup> Annual General Meeting of the Company subject to the ratification of appointment by the members and fixation of their remuneration.	E-Voting	178,446,921	178,436,516	99.99	10,405	0.01	NIL
	Voting by Ballot	48,305	48,305	100.00	NIL	NIL	NIL
	Total	178,495,226	178,484,821	99.99	10,405	0.01	NIL
4. Ordinary Resolution pursuant to the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify and confirm payment of remuneration of Mr. Jayant B. Galande, Membership No. 5255, Cost Accountant in Whole-Time Practice, Aurangabad, Cost Auditor of the Company, for the financial year commencing on 1 <sup>st</sup> April, 2017.	E-Voting	178,446,921	178,432,542	99.99	14,379	0.01	NIL
	Voting by Ballot	48,305	48,305	100.00	NIL	NIL	NIL
	Total	178,495,226	178,480,847	99.99	14,379	0.01	NIL
5. Special Resolution in supersession of the earlier resolution passed by the	E-Voting	178,446,921	176,545,526	98.93	1,901,395	1.07	NIL

*Gayathri R Girish*  
Gayathri R Girish  
ACS 102380  
CP 5255  
Company Secretary



# Gayathri R Girish


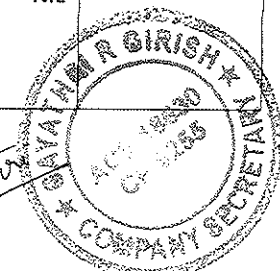
Company Secretary

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Shareholders of the Company at the Annual General Meeting held on 27 <sup>th</sup> June, 2016 and pursuant to the provisions of Section 41, 42, 62, 67 and 71 of the Companies Act, 2013, and the Rules made there under for approval to create, issue, offer and allot equity shares and/or other equity linked or convertible financial instruments ("OFIs") in one or more tranches, whether denominated in Indian Rupee or foreign currency(ies), in the course of international and/or domestic offering(s) in one or more foreign market(s), for an amount not exceeding Rs. 2,000 Crores (Rupees Two Thousand Crores Only), or its equivalent in foreign currency.	Voting by Ballot	48,305	48,305	100.00	NIL	NIL	NIL
	Total	178,495,226	176,593,831	98.93	1,901,395	1.07	NIL
6. Ordinary Resolution pursuant to the provisions of Section 149, 152 and 160 of the Companies Act, 2013, and the Rules made there under to appoint Mrs. Sarita Surve (DIN:07728829), as an Independent Director to hold office upto a term of five consecutive years from 22 <sup>nd</sup> December, 2017, not liable to retire by rotation.	E-Voting	178,446,921	178,446,419	100.00	502	0.00	NIL
	Voting by Ballot	48,305	48,305	100.00	NIL	NIL	NIL
	Total	178,495,226	178,494,724	100.00	502	0.00	NIL

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*#2 Shareholders holding 3,003,634 shares abstained from voting at AGM*

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  
CP No. : 9255



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

Place: Aurangabad

Date: 22<sup>nd</sup> December, 2017