Gayathri R Girish

Company Secretary

Off: 402, Turquoise, Nyati Empire, Kharadi, Pune – 411014
Mobile : +91 9960184564
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,

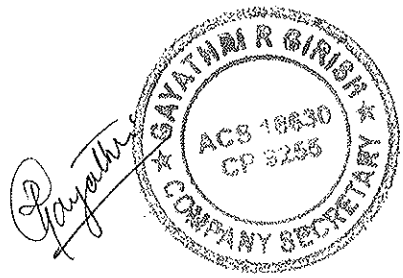
27th Annual General Meeting of the Equity Shareholders of Videocon Industries Limited held on Friday, 22nd December, 2017, at the Registered Office of the Company at 14 K.M. Stone, Aurangabad – Paithan Road, Village: Chittegaon, Taluka: Paithan, Dist.: Aurangabad - 431 105 (Maharashtra) at 11.00 a.m.

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 24th 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 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 22nd December, 2017 on Remote E-Voting and Voting by Ballot on the resolutions contained in Notice of Annual General Meeting dated 24th November, 2017.



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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, 15th 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, 19th December, 2017 at 9.00 a.m. to Thursday, 21st 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, 21st 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.

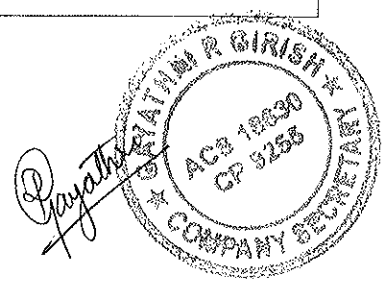
4. After the conclusion of voting at the AGM, votes casted by Ballot at the AGM were counted, thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. K. N. Gandhi and Mr. Suresh Patil, who are not in the employment of the Company, in the manner provided in the Rules.

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, 15th 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, 15th December, 2017	3,34,084,609



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Total Voting:

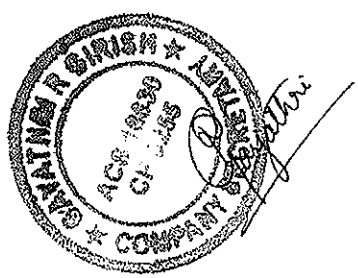
Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Ballot	25	48,305	0.01
e-voting process (remote e-voting)	90	178,446,921	53.41
Total	**115**	**178,495,226**	**53.43**

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
Total	**115**	**178,495,226**	**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



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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 Standalone and Consolidated Audited Statement of Profit and Loss for the financial year ended 31st 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	
	Total	**178,495,226**	**178,018,347**	**99.73**	**476,879**	**0.27**	**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.	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	
	Total	**178,495,226**	**178,476,297**	**99.99**	**18,929**	**0.01**	**NIL**	

GAYATHRI R GIRISH * COMPANY SECRETARY

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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 27th Annual General Meeting until the conclusion of the 32nd 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 1st 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 ★ ACS 45630 CP 18256 ★ COMPANY SECRETARY

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	Shareholders of the Company at the Annual General Meeting held on 27th 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 22nd 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**	

GAYATHRI R GIRISH ★ ACS 36455 ★ COMPANY SECRETARY

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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: 22nd December, 2017