VIDEOCON INDUSTRIES LIMITED

CIN: L99999MH1986PLC103624
Regd. Office: 14 K.M. Stone, Aurangabad - Paithan Road, Village: Chittegaon, Taluka: Paithan, District: Aurangabad - 431 105 (Maharashtra)
Tel. No.: +91-02431-251501/2 **Fax. No.:** +91-02431-251551
E-mail Id: secretarial@videoconmail.com **Website:** www.videoconworld.com

POSTAL BALLOT VOTING FORM

(Please read carefully the instructions printed overleaf before completing this Form)

Sr. No. :

1. Name(s) of Shareholder(s) (Including Joint holders, if any) :

2. Registered Address of the Sole/ First named shareholder :

3. Registered Folio No./DP ID No./ Client ID No. :

4. Number of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the Special Businesses stated in the Notice by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Item	Description of the Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
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 ₹ 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 ₹ 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 ₹ 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 ₹ 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 alteration of Articles of Association.			

Signature : _____

Name : _____

Email Id : _____

Place:
Date :

INSTRUCTIONS
Voting through Postal Ballot

1. The Notice of Postal Ballot is placed on website of the Company viz. www.videoconworld.com and shall also be placed on the website of Central Depository Services (India) Limited (CDSL) viz. www.cdslindia.com.
2. The Company continues to provide facility of voting through Postal Ballot for those Members, who do not have access to e-voting facility. In case any Member votes both through Postal Ballot and also through electronic mode, then voting done through electronic mode shall be treated as valid. If the Postal Ballot Form is also received from the Members who have opted to vote through electronic mode then such Postal Ballot Form shall be treated as if reply from the Shareholder has not been received.
3. The Company has fixed Friday, 1st August, 2014, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for voting through Postal Ballot/e-voting. Accordingly, Postal Ballot Forms will be sent only to Shareholders as on Friday, 1st August, 2014, the cut-off date/entitlement date.
4. Mrs. Gayathri R. Girish, Practicing Company Secretary, has been appointed as the Scrutinizer, who in the opinion of the Board can scrutinize the Postal Ballot and e-voting process in fair and transparent manner.
5. The Notice of Postal Ballot together with Postal Ballot Form are being sent by electronic mode to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For Members who have not registered their email addresses, physical copies of the Notice of Postal Ballot together with Postal Ballot Form and Business Reply Envelope are being sent by the permitted mode. Any Member to whom the Notice is sent by electronic mode, opt to vote through Postal Ballot instead of e-Voting are requested to send request for printed copy of Postal Ballot Form, by sending an e-mail to The Company Secretary - Videocon Industries Limited at secretarial@videoconmail.com. Alternatively, the Member may download the Postal Ballot Form from the website of the Company viz. www.videoconworld.com or from the website of CDSL viz. www.cdslindia.com, fill and complete the same and send it to the Scrutinizer at the address (as mentioned in S. No. 6 below).
6. A Member desiring to exercise vote by Postal Ballot is requested to complete this Postal Ballot Form, in all respect and send the same to Mrs. Gayathri R. Girish, the Scrutinizer, in the self-addressed (postage to be paid by addressee) envelope so as to reach, The Scrutinizer – Videocon Industries Limited, P. O. Box No. 559, Aurangabad – 431 005, Maharashtra, not later than the closure of working hours (i.e. 5.00 pm) on Wednesday, 10th September, 2014. If the Postal Ballot Form is received after 10th September, 2014, the same shall be treated as if reply from the Shareholder has not been received. The assent/ dissent received otherwise than on the Postal Ballot Form, shall not be considered valid. The envelope containing Postal Ballot Form, if sent by Courier at the Registered Office, at the expenses of the registered Shareholder will also be accepted.
7. The Postal Ballot Form shall be completed and signed by the Shareholder. In case of joint holders, this Form should be completed and signed by the first named Shareholder and in his absence by the next named joint holder. The signature should match with the specimen signature registered with the Company in respect of shares held in physical form and with the specimen signature registered with the Depository Participant(s) in respect of shares held in electronic form. The Postal Ballot Form shall be rejected if the signature on the Postal Ballot Form does not match with the specimen signature registered with the Company/Depositary Participant(s). The Postal Ballot Form incomplete in any manner/unsigned/ incorrect, whatsoever, shall be liable to be rejected.
8. Where the Postal Ballot Form has been signed by an authorized representative of a Body Corporate, a certified copy of the Board Resolution authorizing the signatory to execute and sign the Postal Ballot Form should be attached to the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or Governor of State, certified copy of the nomination should accompany the Postal Ballot Form. A Member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case an attested true copy of the Power of Attorney should be attached to Postal Ballot Form.
9. The Shareholders are requested to note that no other document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in S. No. 8 above), should be sent in the self addressed (postage to be paid by addressee) envelope.
10. The Voting Rights will be reckoned on the paid-up value of shares registered in the name of Shareholder on Friday, 1st August, 2014, the cut-off date/entitlement date.
11. Scrutinizer's decision on the validity of Postal Ballot Form will be final.
12. In case of any query or clarification, the Shareholders can write to The Company Secretary - Videocon Industries Limited at secretarial@videoconmail.com
13. In terms of the provisions of Section 106 of the Companies Act, 2013 and the provisions of Articles of Association of the Company, no Member shall be entitled to vote in respect of any shares registered in his/her name on which any calls or other sums presently payable by him/her have not been paid.
14. The result of the Postal Ballot will be declared on Friday, 12th September, 2014 at 10.00 am at the Registered Office of the Company by any one of the Directors or Company Secretary of the Company. The date of the declaration of results of Postal Ballot shall be considered to be the date of passing the Resolutions and the date of Extra Ordinary General Meeting, for the purpose of compliance, in terms of the provisions of the Companies Act, 2013.
15. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company viz. www.videoconworld.com and also on the website of CDSL viz. www.cdslindia.com.