

December 30, 2019

To,

The Manager Corporate Relations Department BSE Limited P.J. Towers, Dalal Street, Mumbai-400 001 Scrip Code: 511389	The Manager Corporate Relations Department The National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai- 400 059 Symbol: VIDEOIND
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Dear Sir,

Sub: Voting Results and Scrutinizer's Report- 29th Annual General Meeting

The 29th Annual General Meeting of the Company was held on Monday, December 30, 2019 at 11.30 a.m. (IST) at the registered office of the Company situated at 14 K.M. Stone, Aurangabad- Paithan Road, Village: Chittegaon, Tal: Paithan, Dist: Aurangabad- 431105.

In this regard, please find enclosed the following:

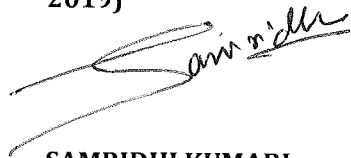
1. Voting Results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated December 30, 2019.

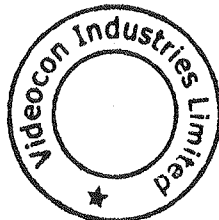
You are requested to kindly take the same on record.

Thanking you.
Yours truly,

For **VIDEOCON INDUSTRIES LIMITED**

(A Company under Corporate Insolvency Resolution Process by NCLT order dated 6th June, 2018 and order dated 08th August, 2019 read with order dated 25th September, 2019)


SAMRIDHI KUMARI
COMPANY SECRETARY
ACS No. 54714
Encl: As above



VIDEOCON INDUSTRIES LIMITED

Correspondence Address
171 Mittal Court, 'C' wing,
17th Floor, Nariman Point,
Mumbai - 400 021, India
T (+91-22) 6611 3500

Registered Office
14KM Stone, Aurangabad-Paithan Road
Village Chittegaon, Taluka Paithan
District Aurangabad - 431 105, India
T (+91-2431) 251501-2
F (+91-2431) 251551

New Delhi Office
Videocon Tower, 12th Floor,
Rani Jansi Marg, E-1 Jhandewalan Extn,
New Delhi - 110055 India
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F (+91-11) 41593150/23616593
CIN No.: L99999MH1986PLC103624

Project Office (Oil & Gas)
42, Thirumalai Pillai Road,
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T (+91-44) 28343180
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www.videoconworld.com

GAURAV D. VERMA & ASSOCIATES

Address : 1st floor Hariprasad Complex, Opp. Rathi Tower, Near MahadevMandir, Dashmesh
Nagar, Osmanpura Aurangabad – 431005

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 of the Meeting,

29th Annual General Meeting of the Equity Shareholders of Videocon Industries Limited held
on Monday, 30th December, 2019, 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 11.30 a.m.

Dear Sir,

I,Gaurav Dharmendra Verma, Company Secretary in Whole-Time Practice, (Certificate of
Practice No.:22369), appointed asScrutinizerby the 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, 2015and pursuant to Section 109 of
the Companies Act, 2013 and Rule 21(2) of the Companies (Management and
Administration) Rules, 2014and Regulation 44 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015, for the purpose of scrutinizing:

1. The e-voting process (remote e-voting) under the provisions ofSection 108 of the
Companies Act, 2013 read with Rule 20 of the Companies (Management and
Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting by Poll at the Annual General Meeting (“AGM” or “meeting”).

The Hon'ble National Company Law Tribunal, Mumbai Bench, (“NCLT”),had vide its order
dated June 06, 2018 admitted the application for theinitiation of the corporate insolvency
resolution process (“CIRP”) ofCorporate Debtor (“Admission Order”) in terms of the
Insolvency andBankruptcy Code, 2016 read with the rules and regulations
framedthereunder, as amended from time to time (“Code”). Subsequently, theHon'ble NCLT
vide its order dated August 08, 2019 (“ConsolidationOrder”) has ordered the consolidation
of the CIRP of the 13 VideoconGroup entities, including the Corporate Debtor, (“Videocon
GroupEntities”). Further, the NCLT vide an order dated September 25, 2019has appointed
Mr. Abhijit Guhathakurta as the resolution professional(“Resolution Professional”) for the



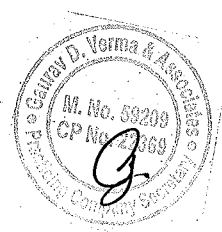
consolidated CIRP of the Videocon Group Entities including the Corporate Debtor ("Appointment Order"). The Appointment Order was published on September 27, 2019, on which date the Resolution Professional has taken over the management and affairs of the Videocon Group Entities. Pursuant to the publication of the Appointment Order and in accordance with the provisions of the Code, the powers of the Board of Directors of the Company stand suspended and the same have been vested with and are being exercised by the Resolution Professional.

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 Poll on the resolutions contained in Notice of Annual General Meeting dated 3rd December, 2019. My responsibility as a Scrutinizer for voting through electronic means and votes cast by Poll 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 National Securities Depository Limited ("NSDL") the Authorised Agency engaged by the Company for providing voting by electronic means and information available/downloaded from NSDL website www.nsdl.co.in and based on the Scrutiny of Polling Paper (Form MGT-12) cast 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 30th December, 2019 on Remote E-Voting and Voting by Poll on the resolutions contained in Notice of Annual General Meeting dated 3rd December, 2019.

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

1. The Company fixed Monday, 23rd December, 2019, as the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Poll at AGM.
2. The remote e-voting facility remained opened from Friday, 27th December, 2019 at 9.00 a.m. to Sunday, 29th December, 2019 upto 5.00 p.m., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m.
3. The Chairman of the AGM, at the end of discussion on the resolution allowed voting by Poll 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.

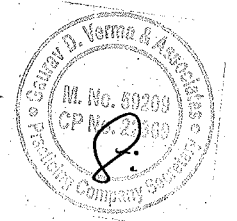


4. After the conclusion of voting at the AGM, votes casted by Poll at the AGM were counted, thereafter votes casted through remote e-voting votes were unblocked in the presence of Mr. Suresh Maruti Patil and Miss. Aditi Bhatnagar, who are not in the employment of the Company, in the manner provided in 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 castvote 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 Poll at the AGM is as under:

Particulars	Particulars
Total Number of Shareholders as on Monday, 23 rd December, 2019, the cut-off date/entitlement date for identifying the Shareholders entitled to participate for e-voting process (remote e-voting) and voting by Poll at AGM.	330336
Total Number of Outstanding Shares as on Monday, 23 rd December, 2019	334458875

Total Voting:

Mode of Voting	Number of Members voted	Number of Votes cast by them	% to total outstanding shares
Votes cast by Poll	16	976929	0.29%
e-voting process (remote e-voting)	103	151745198	45.37%
Total	119	152722127	45.66%



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 Poll	16	976929	0.29%
e-voting process (remote e-voting)	103	151745198	45.37%
Total	119	152722127	45.66%

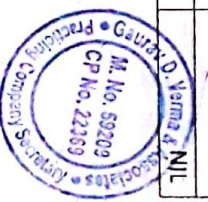
Invalid Voting:

Mode of Voting	Number of Members whose votes are invalid	Number of invalid votes	% to total votes cast by them
Votes cast by Poll	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 electronics means and voting by Poll as under:


Item no. of the Notice	Mode of Voting	Total number of votes cast	Votes in favour of the resolution		% of total number of valid votes cast	Votes against the resolution		% of total number of valid votes cast	Invalid votes	No of Members abstain from voting & No. of Shares held by them
			Nos.	Shares		Nos.	Shares			
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 st March, 2019 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	151745198 Shares Votes 103	151739123 shares	3915	99.99%	3915 shares	0.01%	NIL	2160	
			Votes 94	Votes 8	100%	NIL	NIL	01 Absent		
			976929 Shares Votes 16	976929 shares Votes 16	100%	NIL	NIL	NIL		
2. Ordinary Resolution pursuant to the provisions of Section 139, 142 of the Companies Act, 2013, and the Rules made there under, to recommend to the Resolution Professional to finalise and fix the fees payable to M/s S. Z. Deshmukh & Co., Chartered Accountants, Mumbai (Firm Registration No. 102380W)	E-Voting	151745198 Shares Votes 103	151737988	7210	99.99%	7210	0.01%	NIL	NIL	
			Votes 103	Votes 9	100%	NIL	NIL	NIL		
			976929 Shares Votes 16	976929 Shares Votes 16	100%	NIL	NIL	NIL		
3. Ordinary Resolution pursuant to	E-Voting	152722127 shares Votes 119	152716052 shares	7210	99.99%	7210	0.01%	NIL	NIL	
			Votes 119	Votes 8	100%	NIL	NIL	NIL		
			152714917 shares Votes 110	152714917 shares Votes 110	100%	NIL	NIL	NIL		
151745198 Shares	151737988	99.99%	7210	0.01%	NIL	NIL	NIL	NIL		





<p>the provisions of Section 148 of the Companies Act, 2013, and the Rules made there under to ratify and confirm payment of remuneration to M/s. B. Sen& Co., Accountants(Membership No. 6324),Aurangabad, Cost Auditor of the Company, for the financial year commencing on 1st April, 2018 and ending on March 31, 2019..</p>	Voting by Poll	976929 Shares Votes 16	976929 Shares Votes 16	100%	NIL	NIL	NIL	NIL
	Total	152722127 shares Votes 119	152714917 shares Votes 110	99.99%	7210 Votes 9	0.01%	NIL	NIL
<p>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 to M/s. B. Sen& Co., Accountants(Membership No. 6324),Aurangabad, Cost Auditor of the Company, for the financial year commencing on 1st April, 2018 and ending on March 31, 2019..</p>	E-Voting	151745198 Shares Votes 103	151737988 Votes 93	99.99%	7210 Votes 9	0.01%	NIL	500 01 Absent
	Voting by Poll	976929 Shares Votes 16	976929 Shares Votes 16	100%	NIL	NIL	NIL	NIL
Total	152722127 shares Votes 119	152714917 Shares Votes 112	99.99%	7210 Votes 9	0.01%	NIL	1 Vote	



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


: GURAV D. VERMA & ASSOCIATES
: COMPANY SECRETARY IN WHOLE-TIME PRACTICE
: 22369




: MR. SUBHASH SHAMSUNDER DAYAMA
: DIRECTOR AND CHAIRMAN OF THE AGM
: 00217692

Place: Aurangabad
Date: 30th December, 2019