

# V-GUARD INDUSTRIES LIMITED

Registered Office: 42/962, Vennala High School Road,  
Vennala P.O., Kochi - 682 028, Kerala, India

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Email: mail@vguard.in  
CIN: L31200KL1996PLC010010



Ref/VGL/SEC/BSE/433

5<sup>th</sup> August, 2015

The Manager  
Listing Department,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

Dear Sir,

**Sub: Proceedings of 19<sup>th</sup> Annual General Meeting and Declaration of voting results as per Clause 35A of the Listing Agreement - reg.**

**Scrip Code: 532953**

Pursuant to Clause 35A of the Listing Agreement, please find enclosed herewith the proceedings of 19<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2015, at 4.30 p.m., at Hotel "The Renai Cochin", Palarivattom P.O., Kochi, Kerala-682025.

Please find enclosed, results of voting through electronic means and poll conducted at the AGM in the format prescribed in Clause 35A of the Listing Agreement.

Also please find enclosed the Consolidated Report of the Scrutinizer containing the details of Agenda wise results of both the remote e-voting conducted during the period from 31<sup>st</sup> July, 2015 to 2<sup>nd</sup> August, 2015 and the voting conducted in the Annual General Meeting by way of Physical Ballot process. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all the Resolutions for the Agenda items set out in the Notice dated 7<sup>th</sup> July, 2015, of the 19<sup>th</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report has been uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

Yours faithfully,

For V-Guard Industries Limited

  
Jayasree K  
Company Secretary

Encl: as above



### Details of Voting Results

Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	3 <sup>rd</sup> August, 2015
2.	Total Number of shareholders as on cut-off date	18,911
3.	Number of shareholders present in the meeting either in person or through proxy:  <b>Promoters and Promoter Group:</b> In Person Through Proxy  <b>Public:</b> Members Proxy	  2 1  104 24
4.	No. of shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group Public	Not arranged.

For V-Guard Industries Ltd.

Jayasree K  
Company Secretary



**Proceedings of the 19<sup>th</sup> Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2015, at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Kochi, Kerala-682025.**

All the Directors and Officers occupied their positions on the dias and Mr. Kochouseph Chittilappilly, occupied the Chair.

The Chairman welcomed all the Shareholders, Directors and Others to the Company's 19<sup>th</sup> Annual General Meeting and introduced the persons sitting on the dias. He informed that Mr. C J George, Mr. Ullas K Kamath and Mrs. Joshna Johnson Thomas, Directors, could not attend the AGM due to pre-occupation. He said that as Mr. C J George, who is the Chairman of Nomination and Remuneration Committee is not present for the AGM, he has authorised Mr. Cherian N Punnoose, Director and a member of the Committee, to attend the AGM on behalf of him.

The quorum being present the Chairman declared the meeting open and thereafter he addressed the Shareholders. He briefed about the governance practices of the Company and contributions of Independent Directors in the strategic initiatives of the Company and also the CSR activities carried out by the Company during the year under review.

Thereafter the Notice of AGM was taken as read by the Shareholders of the Company. The Auditors' Report was read by the Company Secretary.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2014-15. He explained in detail, the strategic initiatives commenced by the Company and also other developments initiated in the production front.

The Chairman briefed about the observations made by the Secretarial Auditor and drawn the attention of the members to the comments given by the Board to the observations made by the Auditors. He also informed that the Statutory Auditors have issued certificate stating that the Company has complied with the relevant provisions of Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014.

Thereafter, the Chairman informed that the Company had provided remote e-voting facility to all the members entitled to cast their vote i.e. persons who were members on 27<sup>th</sup> July, 2015, being the cut-off date, in respect of all the resolutions for the agenda items set out in the Notice of AGM, during the period from 31<sup>st</sup> July, 2015 to 2<sup>nd</sup> August, 2015, as per the provisions of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended. He informed that Mr. Jayan K, Practicing Company Secretary was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.



In terms of the Companies Act, 2013 and the Listing Agreement, members attending the AGM, who had not already cast their vote by remote e-voting were also provided the option to exercise their right to vote at the venue of the AGM through physical ballot on all the resolutions, ordinary or special as the case may, in respect of the eight agenda items set out in the Notice of AGM. Mr. Jayan K, Practicing Company Secretary has also been appointed as Scrutinizer for poll at the venue of the AGM.

Thereafter the Chairman explained the objective and implications of the resolutions before putting them to vote at the meeting. All the resolutions for the eight agenda items in the Notice of AGM were read and during the course of meeting, as the Chairman was interested in respect of item no.5 and 6, which pertained to the re-appointment of the Chairman and Managing director, he requested the Mr. Cherian N Punnoose, Vice Chairman to chair the proceedings of the said agenda items and resumed the chair after the said items of business were transacted.

Before ordering the poll, the Chairman invited the Shareholders for their queries and observations. After answering the queries of the shareholders, he ordered the poll and requested all the members present to cast their votes using the ballot papers.

After the completion of the poll process, the Chairman informed that the results would be declared after considering the remote e-voting and voting through ballot by the members at the venue of AGM by placing the same on the website of the Company on 4<sup>th</sup> August, 2015.

Thereafter, Mr. Ramachandran V, Director – Marketing & Strategy, proposed a formal vote of thanks to the Chairman, Directors, Shareholders and Others who attended the AGM.

The meeting was concluded at 5.30 p.m.

For V-Guard Industries Ltd.

Jayasree K  
Company Secretary

**Resolution No. 1****Adoption of Financial Statements for the year ended 31<sup>st</sup> March, 2015 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	19766860	100.00	19766860	0	100.00	0
Public – Institutional Holders	7269132	6873163	94.55	6873163	0	100.00	0
Public Others	2937149	143021	4.87	143021	0	100.00	0
<b>Grand Total</b>	<b>29973141</b>	<b>26783044</b>	<b>89.37</b>	<b>26783044</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

**Resolution No. 2****Declare final dividend for the FY 2014-15 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	19766860	100.00	19766860	0	100.00	0
Public – Institutional Holders	7269132	6873163	94.55	6873163	0	100.00	0
Public Others	2937149	142941	4.87	142941	0	100.00	0
<b>Grand Total</b>	<b>29973141</b>	<b>26782964</b>	<b>89.36</b>	<b>26782964</b>	<b>0</b>	<b>100.00</b>	<b>0</b>



**Resolution No. 3**

**Reappointment of Mr. Ramachandran V , who retires by rotation (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	19766860	100.00	19766860	0	100.00	0
Public – Institutional Holders	7269132	6873163	94.55	6873163	0	100.00	0
Public Others	2937149	133416	4.54	133066	350	99.73	0.27
<b>Grand Total</b>	<b>29973141</b>	<b>26773439</b>	<b>89.32</b>	<b>26773089</b>	<b>350</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 4**

**Reappoint of M/s. S R Batliboi & Associates LLP, Chartered Accountants with firm registration no. 101049W as the Statutory Auditors of the Company from the conclusion of 19<sup>th</sup> AGM till the conclusion of 21<sup>st</sup> AGM. (Ordinary Resolution)**

Promoter/Public	No.of shares held	No. of votes polled	%of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	19766860	100.00	19766860	0	100	0
Public – Institutional Holders	7269132	6873163	94.55	6873163	0	100.00	0
Public Others	2937149	144011	4.90	143639	372	99.74	0.26
<b>Grand Total</b>	<b>29973141</b>	<b>26784034</b>	<b>89.36</b>	<b>26783662</b>	<b>372</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 5**

Re-Appointment of Mr Kochouseph Chittilappilly, as Executive Chairman of the Company for a period three years effective from 1<sup>st</sup> April, 2015. (Ordinary Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	Nil	0	Nil	0	0	0
Public – Institutional Holders	7269132	6676910	91.85	6676910	0	100.00	0
Public Others	2937149	144011	4.90	143647	364	99.76	0.24
<b>Grand Total</b>	<b>29973141</b>	<b>6820891</b>	<b>22.76</b>	<b>6820557</b>	<b>364</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 6**

Re-appointment of Mr. Mithun K Chittilappilly, as Managing Director for a period of three years effective from 1<sup>st</sup> April, 2015. (Ordinary Resolution)

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	Nil	0	Nil	0	0	0
Public – Institutional Holders	7269132	6676910	91.85	6676910	0	100.00	0
Public Others	2937149	143981	4.90	143631	350	99.76	0.24
<b>Grand Total</b>	<b>29973141</b>	<b>6820891</b>	<b>22.76</b>	<b>6820541</b>	<b>350</b>	<b>99.99</b>	<b>0.01</b>

**V-GUARD****Resolution No. 7****Payment of Commission to Mr. Cherian N Punnoose, Non-Executive Independent Director for a period of five years commencing from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019. (Special Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	7269132	6676910	91.85	6676910	0	100.00	0
Public Others	2937149	143009	4.90	142175	834	99.42	0.58
<b>Grand Total</b>	<b>29973141</b>	<b>26586779</b>	<b>88.70</b>	<b>26585945</b>	<b>834</b>	<b>99.99</b>	<b>0.01</b>

**Resolution No. 8****To ratify the audit fee payable to the Cost Auditors for the financial year 2015-16 (Ordinary Resolution)**

Promoter/Public	No. of shares held	No. of votes polled	% of votes, polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoter and Promoter Group	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	7269132	6873163	94.55	6873163	0	100.00	0
Public Others	2937149	143011	4.90	142579	432	99.70	0.30
<b>Grand Total</b>	<b>29973141</b>	<b>26783034</b>	<b>89.36</b>	<b>26782602</b>	<b>432</b>	<b>99.99</b>	<b>0.01</b>



**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR  
M/s. V GUARD INDUSTRIES LIMITED**

To

Mr. Kochouseph Chittilappilly  
Chairman  
M/s. V Guard Industries Limited  
42/962, Vennala High School Road,  
Vennala, Kochi  
Kerala- 682028

19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V Guard Industries Limited** held on Monday, 03<sup>rd</sup> August, 2015 at Hotel "The Renai Cochin", Palarivattom P.O., Kochi-682025.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. V Guard Industries Limited.

I, CS. Jayan K., Company Secretary in Practice, holding Membership Number: FCS – 8154 and Certificate of Practice Number – 7363, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, 1<sup>st</sup> Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016 have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of M/s. V Guard Industries Limited (CIN: L31200KL1996PLC010010), held on Monday, 03<sup>rd</sup> August, 2015, at Hotel "The Renai Cochin", Palarivattom P.O., Kochi-682025.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Friday, 31<sup>st</sup> July, 2015 (9.00 AM) to Sunday, 02<sup>nd</sup> August 2015 (5.00 PM). M/s. Link Intime India Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 03<sup>rd</sup> August, 2015 in the presence of two witnesses. For further details kindly refer my Scrutinizer Report dated 04.08.2015 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 04.08.2015 attached herewith.

The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
<b>ORDINARY BUSINESS</b>						
1	Adoption of Balance Sheet as on 31.03.2015 and Statement of Profit and loss for the year ended on that date together with Cash Flow Statement, Directors' Report and Auditors' Report	E-voting	22667852	100	0	0
		Poll	4115192	100	0	0
		<b>Total</b>	<b>26783044</b>	<b>100</b>	<b>0</b>	<b>0</b>
2	Declaration of Dividend for the financial year ended 31.03.2015	E-voting	22667772	100	0	0
		Poll	4115192	100	0	0
		<b>Total</b>	<b>26782964</b>	<b>100</b>	<b>0</b>	<b>0</b>
3	Re-appointment of Mr. Ramachandran V (DIN: 06576300), who retires by rotation	E-voting	22656902	99.99	350	0.01
		Poll	4116187	100	0	0
		<b>Total</b>	<b>26773089</b>	<b>99.99</b>	<b>350</b>	<b>0.01</b>
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors and fixation of Remuneration.	E-voting	22667492	99.99	350	0.01
		Poll	4116170	99.99	22	0.01
		<b>Total</b>	<b>26783662</b>	<b>99.99</b>	<b>372</b>	<b>0.01</b>

<b>SPECIAL BUSINESS - ORDINARY RESOLUTION</b>						
5	Re-appointment of Mr. Kochouseph Chittilappilly (DIN: 00020512) as Executive Chairman	E-voting	6674062	99.99	364	0.01
		Poll	146495	100	0	0
		<b>Total</b>	<b>6820557</b>	<b>99.99</b>	<b>364</b>	<b>0.01</b>
6	Re-appointment of Mr. Mithun K. chittilappilli (DIN: 00027610) as Managing Director of the Company	E-voting	6674046	99.99	350	0.01
		Poll	146495	100	0	0
		<b>Total</b>	<b>6820541</b>	<b>99.99</b>	<b>350</b>	<b>0.01</b>
<b>SPECIAL BUSINESS - SPECIAL RESOLUTION</b>						
7	Payment of Commission to Mr. Cherian N Punnoose, Non-executive director of the Company	E-voting	22470890	99.99	699	0.01
		Poll	4115055	99.99	135	0.01
		<b>Total</b>	<b>26585945</b>	<b>99.99</b>	<b>834</b>	<b>0.01</b>
<b>SPECIAL BUSINESS - ORDINARY RESOLUTION</b>						
8	Remuneration to Cost Auditors for the financial year 2015-16	E-voting	22667412	99.99	430	0.01
		Poll	4115190	99.99	2	0.01
		<b>Total</b>	<b>26782602</b>	<b>99.99</b>	<b>432</b>	<b>0.01</b>

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary/ Special Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You  
Yours faithfully  
For SVJS & Associates



CS Jayan K.  
Partner  
FCS- 8154 CP: 7363

Kochi  
04.08.2015

**Corp. Office** : 39/3519 B, Ist Floor  
Padmam Apartments, Ravipuram, Kochi  
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**FORM No. MGT-13**  
**Report of Scrutinizer**

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

To

**The Chairman**

M/s. V Guard Industries Limited  
42/962, Vennala High School Road  
Vennala, Ernakulam, Kerala - 682028

19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V Guard Industries Limited** held on Monday, 3<sup>rd</sup> August 2015 at Hotel "The Renai Cochin", Palarivattom P.O, Kochi-682025

Dear Sir,

I, CS Jayan K., Company Secretary in Practice, holding Membership Number: FCS – 8154 and Certificate of Practice Number – 7363, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala – 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 19<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. V Guard Industries Limited** (CIN:L31200KL1996PLC010010), held on Monday, 3<sup>rd</sup> August 2015 at Hotel "The Renai Cochin", Palarivattom P.O, Kochi-682025, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

**(a) Resolution 1**

**Adoption of Balance Sheet as on 31.03.2015 and Statement of Profit and loss for the year ended on that date together with Cash Flow Statement, Directors' Report and Auditors' Report**

(i) Voted **in favor** 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
73	4115192	100

(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
0	0	

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

**(b) Resolution 2**

**Declaration of Dividend for the financial year ended 31.03.2015**

(i) Voted **in favor** 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
73	4115192	100

**(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
0	0	0

**(iii) Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

**(c) Resolution 3**

**Re-appointment of Mr. Ramachandran V (DIN: 06576300), who retires by rotation**

**(i) Voted in favor 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
73	4116187	100

**(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
0	0	0

**(iii) Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

**(d) Resolution 4**

**Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors of the Company and fixing their remuneration.**

(i) Voted **in favor** 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
72	4116170	99.99

(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
2	22	0.01

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

**(e) Resolution 5**

**Re-appointment of Mr. Kochouseph Chittilappilly (DIN: 00020512) as Executive Chairman**

(i) Voted **in favor** 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
73	146495	100

(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
0	0	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

**(f) Resolution 6**

**Re-appointment of Mr. Mithun K. chittilappilli (DIN: 00027610) as Managing Director of the Company**

(i) Voted **in favor** 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
73	146495	100

(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
0	0	0

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194



**(g) Resolution 7**

**Payment of Commission to Mr. Cherian N Punnoose, Non-executive director of the Company**

(i) Voted **in favor** 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
70	4115055	99.99

(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
2	135	0.01

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

**(h) Resolution 8**

**Remuneration to the Cost Auditor for the Financial Year 2015-16**

(i) Voted **in favor** 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
72	4115190	99.99

(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
1	2	0.01

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	8194

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You

Yours faithfully  
For SVJS & Associates



CS Jayan K.  
Partner  
FCS- 8154 CP: 7363

Kochi  
04.08.2015

**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

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Tele - Fax : +91 484 4030578  
+91 484 2356449 (Regd. Office)  
+91 484 2357039 (Corp. Office)

04.08.2015

To

**The Chairman**

M/s. V Guard Industries Limited  
42/962, Vennala High School Road  
Vennala, Ernakulam, Kerala - 682028

Sir,

**Sub: Report of the Scrutinizer on Electronic Voting**

I, CS Jayan K., Company Secretary in Practice, holding Membership Number: FCS - 8154 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of **M/s. V Guard Industries Limited** (CIN: L31200KL1996PLC010010) having Registered Office at 42/962, Vennala High School Road, Vennala, Kochi, Kerala - 682028 as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the Annual General Meeting of the Company held on 3<sup>rd</sup> August, 2015.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from 31<sup>st</sup> July, 2015 (9.00 A.M.) to 02<sup>nd</sup> August, 2015 (5.00 P.M.). Further the e-voting period was completed on the date preceding the date of Annual General Meeting.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended, I have unblocked the votes on 3<sup>rd</sup> August 2015, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.

The following is the summary of E-voting result:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolu- -tion No.	Subject Matter of Resolution	Total No. of shares through E- voting	No. of Votes through E- voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E-voting	% of votes against on votes through E- voting
<b>ORDINARY BUSINESS</b>							
1	Adoption of Balance Sheet as on 31.03.2015 and Statement of Profit and loss for the year ended on that date together with Cash Flow Statement, Directors' Report and Auditors' Report	22667852	22667852	100	75.63	0	0
2	Declaration of Dividend for the financial year ended 31.03.2015	22667772	22667772	100	75.63	0	0
3	Re-appointment of Mr. Ramachandran V (DIN: 06576300), who retires by rotation	22657252	22656902	99.99	75.59	350	0.01
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors and fixation of Remuneration.	22667842	22667492	99.99	75.63	350	0.01

**SPECIAL BUSINESS – ORDINARY RESOLUTION**

5	Re-appointment of Mr. Kochoseph Chittilappilly (DIN: 00020512) as Executive Chairman	6674426	6674062	99.99	22.27	364	0.01
6	Re-appointment of Mr. Mithun K. chittilappilli (DIN: 00027610) as Managing Director of the Company	6674396	6674046	99.99	22.27	350	0.01

**SPECIAL BUSINESS – SPECIAL RESOLUTION**

7	Payment of Commission to Mr. Cherian N Punnoose, Non-executive director of the Company	22471589	22470890	99.99	74.97	699	0.01
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**SPECIAL BUSINESS – ORDINARY RESOLUTION**

8	Remuneration to Cost Auditors for the financial year 2015-16	22667842	22667412	99.99	75.63	430	0.01
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Thanking You

Yours faithfully  
For SVJS & Associates



CS Jayan K.  
Partner  
FCS- 8154 CP: 7363

Witnesses to the unblocking of votes:

1. Robert K. Jose  
Kannathara House  
Gandhi Nagar P. O., Kottayam  
Kerala - 686008



2. Prabhath M. P.

Muthaladi House, Karimkuttu P. O.

Kalpetta, Wayanad

Kerala - 673122

