

# V-GUARD INDUSTRIES LIMITED



## V-GUARD INDUSTRIES LIMITED

Registered Office: 33/2905 F, Vennala High School, Vennala, Kochi-682028

Ph: 0484 3005000; Fax: 0484 3005000

E-mail: mail@vguard.in; Website: www.vguard.in

CIN: L31200KL1996PLC010049

## NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the members of V-Guard Industries Limited will be held at Hotel "The Renai Cochin", Palarivattom P.O., Kochi-682 025, on Tuesday, the 29<sup>th</sup> day of July, 2014, at 04.00 p.m. to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2014 and Statement of Profit and Loss of the Company for the year ended on that date together with Cash Flow Statement, the Directors' Report and Auditors' Report thereon.
2. To declare final dividend for the year 2013-14 on Equity Capital.
3. To appoint a Director in place of Mr. Mithun K Chittilappilly (DIN: 00027610), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint the Statutory Auditors to hold office from the conclusion of this Annual General meeting until the conclusion of the next Annual General Meeting by passing the following resolution, as an ordinary resolution, with or without modification(s).

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi, with firm registration No. 101049W be and are hereby re-appointed as the Statutory Auditors of the Company till the conclusion of the next Annual General

Meeting of the Board of Directors of the Company and are hereby authorized to fix their remuneration.

### Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT Mrs. Joshna Mithun (DIN: 02613030), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> May, 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mrs. Joshna Mithun, as a candidate for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, who shall be liable to retire by rotation.

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013,

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Mr. Ullas K Kamath (DIN: 00506681), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> May, 2014 and whose term of office expires at the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying *his intention to propose Mr. Ullas K Kamath as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years with effect from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019.*

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. C J George (DIN: 00003132), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. C J George for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years with effect from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory

modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. A K Nair (DIN: 00009148), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. A K Nair for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years with effect from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019.

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Companies Act, 2013, Mr. Cherian N Punnoose (DIN: 00061030), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Cherian N Punnoose for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years with effect from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019.

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014

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(including any statutory modification(s) or re-enactment thereof, for time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

RESOLVED THAT in supersession of the ordinary resolution adopted at the 11<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> July, 2007 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of monies from any banks or financial institutions, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 350 crores.

RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise, as

it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

By Order of the Board  
For V-Guard Industries Limited

Kochi

Dated: 17<sup>th</sup> June, 2014

Sd/-  
Jayasree K  
Company Secretary

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.
2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the Registered Office at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under item nos. 5, 6, 7, 8, 9, 10 & 11 is annexed hereto. As per Clause 49 of the Listing Agreement executed with Stock Exchanges, the brief resume and functional expertise of the Directors proposed for appointment/reappointment is furnished below along with the details of Companies in which they hold Directorship and the details of membership or chairmanship of sub-committees of Board.

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4. The Register of Members and Transfer Books of the Company will be closed from 19<sup>th</sup> July, 2014 to 29<sup>th</sup> July, 2014, both days inclusive. If the final dividend as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on or after 29<sup>th</sup> July, 2014 as under:
  - a) To all beneficial owners in respect of shares held in electronic form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited on 18<sup>th</sup> July, 2014.
  - b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on 18<sup>th</sup> July, 2014.
5. Members holding shares in dematerialized form may kindly note that their address and bank account details, as furnished by their depositories to the Company, shall be printed on the Dividend Warrants as per applicable regulations of the depositories. Members who wish to change their address/bank account details are requested to advise their Depository Participants about such change.
6. Members holding shares in physical form are requested to advise any change of address immediately to Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641 028, the Registrar and Transfer Agents of the Company. Members holding shares in electronic form must send the advice about the change in address to their respective Depository Participant on or before 14<sup>th</sup> July, 2014.
7. Members who wish to seek/desire any further information/clarification on the annual accounts are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office.
8. The Notice of the Annual General Meeting along with the Annual Report 2013-14 is being sent by electronic mode to those members, whose e-mail ids are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
9. To support the 'Green Initiative', the members who have not registered their e-mail ids are requested to register the same with Link Intime India Private Limited/Depositories.
10. Members who have opted for receipt of physical copy of Annual Report are requested to bring their copies of Annual Report at the time of the meeting and to quote their Folio nos./Client ID nos. in all correspondence.
11. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days upto the date of Annual General Meeting.
12. Members holding shares in physical form and not opted for NECS facility earlier are requested to fill up the mandate form enclosed in the Annual Report and forward the same to Link Intime India Private Limited, latest by 14<sup>th</sup> July, 2014 to avail the NECS facility; members who have already availed the NECS facility may intimate Link Intime India Private Ltd., of any change in the Bank account details already furnished latest by 14<sup>th</sup> July, 2014.
13. Members who are holding shares in physical form and opts dividend warrant are also requested to intimate their Savings Account/ Current Account No. and the name of the Bank & Branch with whom such account is held or of any change in the information already furnished to Link Intime India Private Limited latest by 14<sup>th</sup> July, 2014 to enable the printing of the said details on the Dividend Warrant to prevent fraudulent encashment of the same.

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## 14. E-VOTING

The businesses as set out in the Notice may be transacted through electronic voting system and the Company has provided a facility for voting by electronic means. In accordance with the provisions of Section 108 of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means, through the e-voting platform of Central Depository Services (India) Limited ("CDSL"). The e-voting facility is an alternative, to all the Members to enable them to cast their votes electronically instead of casting their vote at the Annual General Meeting.

The instructions for members for voting electronically are as under:

### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company Name "V-Guard Industries Limited" with EVSN 140630019 from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digit beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 digit Client ID;
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

- (vii) If you are a first time user follow the steps given below:

### For Members holding shares in Demat Form and Physical Form

#### PAN\*

Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digit of the demat account/folio number in the PAN field.
- In case the folio number is less than 8 digit enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

#### DOB#

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

#### Dividend Bank Details#

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

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- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on "V-Guard Industries Limited" with EVSN 140630019 on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:**
- (A) Please follow all steps from Sl. No. (i) to (xvii) above to cast vote.
- (B) The voting period begins on Thursday, the 24<sup>th</sup> July, 2014 at 09.00 a.m. and ends on Friday, the 25<sup>th</sup> July, 2014, at 06.00 p.m.

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During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> June, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an e-mail to [helpdesk.evotingcdslindia.com](mailto:helpdesk.evotingcdslindia.com).

15. The Company has appointed Mr. Jayan K, Practicing Company Secretary (CP : 7363), Partner, SVJS & Associates, Company Secretaries, Kochi, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

### EXPLANATORY STATEMENT

#### Pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item nos. 5, 6, 7, 8, 9, 10 & 11 of the accompanying Notice dated 17<sup>th</sup> June, 2014.

#### Item No. 5

Your Directors have appointed Mrs. Joshna Mithun, as an Additional Director on the Board of the Company effective from 2<sup>nd</sup> May, 2014, pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company. As per the provisions of Section 161 of the Act, Mrs. Joshna Mithun will hold office upto the date of the ensuing Annual General Meeting. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of

Mrs. Joshna Mithun as a Non-Executive Director of the Company, liable to retire by rotation, as per the provisions of Section 152 of the Act.

The Company has received from Mrs. Joshna Mithun, consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act.

Except, Mr. Kochouseph Chittilappilly, Mr. Mithun K Chittilappilly, Directors and Mrs. Joshna Mithun, no other Director or Key Managerial Personnel of the Company, is interested or concerned in the resolution proposed for the appointment of Mrs. Joshna Mithun.

Your Directors recommend the ordinary resolution set out under item no. 5 of the Notice for approval of the shareholders.

#### Item No. 6

Mr. Ullas K Kamath was appointed as an Additional Director by the Board of the Company to hold office with effect from 02<sup>nd</sup> May, 2014 in terms of the provisions of Section 161 of the Act and Articles of Association of the Company. As per the provisions of Section 161 of the Act, Mr. Ullas K Kamath will hold office upto the date of the ensuing Annual General Meeting. The Company has received notice from a member under Section 160 of the Act, along with the requisite deposit of ₹ 1,00,000/-, proposing the candidature of Mr. Ullas K Kamath for the office of Independent Director, to be appointed as per the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act.

The Company has received from Mr. Ullas K Kamath, consent in writing to act as director in Form DIR – 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect

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that he is not disqualified under Section 164(2) of the Act and a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In the opinion of the Board of Directors, Mr. Ullas K Kamath, who is proposed to be appointed as an Independent Director, fulfills the conditions specified in the Act and Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Ullas K Kamath, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days upto the date of the Annual General Meeting.

No Director, Key Managerial Personnel or their relatives, except Mr. Ullas K Kamath, to whom the resolution relates, is interested or concerned in the resolution.

The Board proposes the appointment of Mr. Ullas K Kamath for a term upto five consecutive years from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019, considering the vast experience and expertise he is having in the field of Marketing, Finance and General Administration and recommends the ordinary resolution set forth in item no. 6 of the Notice for approval of the shareholders.

### Item No. 7 to 9

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. C J George, Mr. A K Nair and Mr. Cherian N Punnoose, as Independent Directors at various times, in compliance with the requirements of the clause and they were liable to retire by rotation as per the provisions of erstwhile Companies Act.

Pursuant to the provisions of Section 149 of the Act, which came into effect from 1<sup>st</sup> April, 2014, every listed company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation.

Mr. C, J George, Mr. A K Nair and Mr. Cherian N Punnoose, the Non-Executive Directors of the Company have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

The Board in compliance with the provisions of Sections 149, 150 and 152 read with Schedule IV recommends the appointment of these Directors as Independent Directors for a term upto five consecutive years from 29<sup>th</sup> July, 2014 to 28<sup>th</sup> July, 2019 considering their vast experience and knowledge in various areas such as Capital Market, Finance, Marketing and General Administration.

The terms and conditions of appointment of the above directors shall be open for inspection by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors place the ordinary resolutions set forth in item nos. 7 to 9 for approval by the members.

Except Mr. C J George, Mr. A K Nair and Mr. Cherian N Punnoose, none of the Director or Key Managerial Personnel or their relative is interested in the said resolutions.

### Item No. 10

The Board on recommendation of the Audit Committee has approved the appointment of M/s. Ajeesh and Associates, Cost Accountants, Ernakulam, as the Cost Auditors to conduct audit of the Cost records of the Company for financial year ending 31<sup>st</sup> March, 2015. The Board has also approved payment of ₹ 1,25,000/- as audit fee payable to the Cost Auditors.

In accordance with the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.



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Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item no. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2015.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution set out in item no. 10 of the Notice.

The Board recommends the ordinary resolution set out in item no. 10 of the Notice for approval of the shareholders.

### Item No. 11

The members of the Company at their Eleventh Annual General Meeting held on 16<sup>th</sup> July, 2007 had passed an ordinary resolution under Section 293(1)(d) of the erstwhile Companies Act, authorizing the Company to borrow funds in excess of the aggregate of paid up share capital and free reserves of the Company and that the total amounts of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not exceed ₹ 50 Crores. Out of the above limits the Company had availed

term loans for various projects aggregating to ₹ 48.25 Crores.

Section 180(1)(c) of the Act, effective from 12<sup>th</sup> September, 2013, requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is therefore necessary for the members to pass a special resolution under Section 180(1)(c) and other applicable provisions of the Act as set out in item no. 11 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 350 Crores (Rupees Three Hundred and Fifty Crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is interested in the resolution set out in item no. 11.

By Order of the Board  
For V-Guard Industries Limited  
Sd/-  
Jayasree K  
Company Secretary

Kochi

Dated: 17<sup>th</sup> June, 2014

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Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting in pursuance of Clause 49 of the Listing Agreement

Particulars	Cherian N Punnoose	C J George	AK Nair
DIN	00061030	00003132	00009148
Date of Birth	30/05/1947	22/03/1959	27/08/1943
Nationality	Indian	indian	Indian
Date of Appointment	01/11/2012	16/08/2007	27/05/2009
Qualification	Bachelor of Science Fellow of the Indian Institute of Chartered Accountants of India	Master of Commerce, CFP.	B.Sc., (Mechanical Engineering) MBA
Directorships held in other Public Companies	NIL	Geojit BNP Paribas Financial Services Ltd. Geojit Investment Services Ltd. Kerala Educational Ventures Ltd. Geojit Credits Private Ltd. Geojit Financial Distribution Private Ltd. Geojit Financial Management Services Private Ltd.	Nitta Gelatin India Ltd. Strides Arcolab Ltd. CII Guardian International Ltd. Guardian Controls India Ltd. The Alleppey Company Ltd.
Membership/ Chairmanship of Committees of other public companies	NIL	<ul style="list-style-type: none"> <li>● Member of Shareholders/ Investors Grievance Committee of Geojit BNP Paribas Financial Services Ltd.</li> <li>● Member of Audit Committee of Geojit Credits Private Ltd.</li> <li>● Chairman of Audit Committee of Geojit Financial Management Services Private Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>● Member of Audit Committees of Nitta Gelatin India Ltd. &amp; Strides Arcolab Ltd.</li> <li>● Chairman of Audit Committee of CII Guardian International Ltd.</li> </ul>
Number of Shares held in the Company	NIL	NIL	NIL

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Details of Directors seeking appointment/re-appointment at the forth coming Annual General Meeting in pursuance of Clause 49 of the Listing Agreement (Contd.)

Particulars	Ullas K Kamath	Joshna Mithun	Mithun K Chittilappilly
DIN	00506681	02613030	00027610
Date of Birth	01/01/1963	14/06/1984	02/09/1980
Nationality	Indian	Indian	Indian
Date of Appointment	02/05/2014	02/05/2014	01/04/2003
Qualification	Member of Institute of Chartered Accountants of India. Member of Institute of Company Secretaries of India. LLB AMP (Wharton Business School, USA) AMP (Harvard Business School, USA)	MBA - Human Resources	Graduate in Commerce, MBA (Finance & Marketing).
Directorships held in other Public Companies	Jyothy Laboratories Ltd. Jyothy Fabricare Services Ltd.	NIL	NIL
Membership / Chairmanship of Committees of other public companies	Member of Audit Committee of Jyothy Laboratories Ltd. Member of Audit Committee of Jyothy Fabricare Services Ltd.	NIL	NIL
Number of Shares held in the Company	NIL	NIL	50,89,818

### Brief Profile

**Mr. Cherian N Punnoose** is a Chartered Accountant having more than three decades of experience in the field of Finance and General Administration in various companies. He had served as an advisor of Finance and Director of Kochi Refineries Ltd., a subsidiary of Bharat Petroleum Corporation Ltd., and also served as a Director of Petronet CCK Ltd.

**Mr. C J George** is the Managing Director of Geojit BNP Paribas Financial Services Ltd. He has memberships in many professional bodies which includes Managing Committee Member of the Associated Chambers of Commerce & Industry of India (ASSOCHAM), New Delhi; Member of the Executive Committee of BNP Paribas Personal Investors, Paris; Member of the Advisory Board of BNP Paribas Group India; Charter Member of Tie Kerala; Advisory Committee Member of Kerala Financial Corporation, Thiruvananthapuram; Advisory Committee Member of Indian Clearing Corporation Limited (ICCL), Bombay Stock Exchange, Mumbai; Advisory Committee Member of Forward Market Commission (FMC), Mumbai; Member of Kochi Metro Advisory Group.

He is a recipient of the Management Leadership Award from Kerala Management Association.

## 18<sup>TH</sup> ANNUAL REPORT 2013 - 2014

Mr. A K Nair has over 45 years of Industry experience especially in the field of Engineering, Finance, Management and General Administration. Mr. A K Nair has served Kerala State Industrial Development Corporation and Nitta Gelatin India Limited as Managing Director and is presently on the Director Board of many other companies.

Mr. Ullas K Kamath is a member of The Institute of Chartered Accountants of India and The Institute of Company Secretaries of India and also holds a degree in law. He has also attended the Advanced Management Program at The Wharton Business School, USA and Harvard Business School, USA. He is currently the Joint Managing Director of Jyothy Laboratories Limited and under his leadership and endurance, the Company has witnessed tremendous growth in the market share it operates and has built a wide portfolio in the FMCG segment. He is also holding the position of Director in Jyothy Fabricare Services Limited.

Mr. Ullas K Kamath is the winner of All India CA Business Achievers Award 2008 instituted by ICAI, India.

Mrs. Joshna Mithun holds a Management Degree in Human Resources from Symbiosis Institute of Business Management, Pune. She has gained good experience in the Human Resource areas by associating with various organizations in Dubai. Currently she is the Executive Director in V-Star Creations Pvt. Ltd.

Mr. Mithun K Chittilappilly after completing his graduation in Commerce joined V-Guard to be trained in various departments of the Company ranging from Finance to Marketing. He was occupying the position of Executive Director from 1<sup>st</sup> April, 2003 till 31<sup>st</sup> March, 2012. He is presently occupying the position of Managing Director of the Company with effect from 1<sup>st</sup> April, 2012.



**V GUARD INDUSTRIES LIMITED**

Registered Office: 33/2905 F, Vennala High School Road, Vennala, Kochi-682028  
Ph: 0484 3005000; Fax: 0484 3005100; E-mail: mail@vguard.in; Website: www.vguard.in  
CIN: L31200KL1996PLC010010

**FORM NO. MGT - 11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address:	
E-mail ID:	
Folio No./Client ID:	DP ID:

I/We being the member(s) holding ..... shares of the above named Company, hereby appoint:

1) Name:

Address

Email ID

Signature

or failing him/her

2) Name:

Address

Email ID

Signature

or failing him/her

3) Name:

Address

Email ID

Signature

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 29<sup>th</sup> day of July, 2014 at 4.00 p.m., at Hotel "The Renai Cochin", Palarivattom P.O., Kochi - 682 025 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated herein:

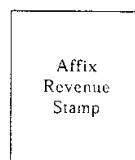
P.T.O.

Resolution Number	Resolution	Vote ( see note 2)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014	<input type="checkbox"/>	<input type="checkbox"/>
2	Declaration of dividend for the Financial year 2013-14	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-appointment of Mr. Mithun K Chittilappilly, who retires by rotation	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this meeting upto the conclusion of next Annual General Meeting	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
5	Appointment of Mrs. Joshna Mithun, as a Non-Executive Director, liable to retire by rotation	<input type="checkbox"/>	<input type="checkbox"/>
6	Appointment of Mr. Ullas K Kamath, as an Independent Director to hold office for a term upto five consecutive years from 29 <sup>th</sup> July, 2014 to 28 <sup>th</sup> July, 2019	<input type="checkbox"/>	<input type="checkbox"/>
7	Appointment of Mr. C J George, as an Independent Director to hold office for a term upto five consecutive years from 29 <sup>th</sup> July, 2014 to 28 <sup>th</sup> July, 2019	<input type="checkbox"/>	<input type="checkbox"/>
8	Appointment of Mr. A K Nair, as an Independent Director to hold office for a term upto five consecutive years from 29 <sup>th</sup> July, 2014 to 28 <sup>th</sup> July, 2019	<input type="checkbox"/>	<input type="checkbox"/>
9	Appointment of Mr. Cherian N Punnoose, as an Independent Director to hold office for a term upto five consecutive years from 29 <sup>th</sup> July, 2014 to 28 <sup>th</sup> July, 2019	<input type="checkbox"/>	<input type="checkbox"/>
10	To ratify the audit fee payable to the Cost Auditors for the financial year 2014-15	<input type="checkbox"/>	<input type="checkbox"/>
11	To give consent u/s 180(1)(c) to borrow funds in excess of the aggregate of paid-up capital & free reserves of the Company	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of ..... 2014

Signature of shareholder : .....

Signature of Proxy holder (s) : .....



**Note :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against, abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem applicable.



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CIN: L31200KL1996PLC010010

### ATTENDANCE SLIP

Eighteenth Annual General Meeting 29<sup>th</sup> July, 2014

For Demat Shareholders

Name & Address of the Shareholder	DP Client ID	No. of Shares held

For Physical Shareholders

Name & Address of the Shareholder	Regd. Folio No.	No. of Shares held

I hereby record my presence at the Eighteenth Annual General Meeting of the Company at 04.00 p.m. at Hotel "The Renai Cochin", Palarivattom - P.O., Kochi - 682 025 on Tuesday, the 29<sup>th</sup> July, 2014.

If Shareholder, please sign here	If Proxy, please sign here

Note:

- 1) Members attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.
- 2) Members are requested to bring their copy of Annual Report to the meeting.
- 3) Members who have received soft copy of the Annual Report may kindly take a print out of the Attendance Slip and handover at the venue.