

July 25, 2019

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001	The Manager, Listing Department, National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Scrip Code: 532953	Symbol: VGUARD

Dear Sir / Madam,

**Sub: Proceedings of 23<sup>rd</sup> Annual General Meeting (“AGM”) and Declaration of voting results as per Regulation 30, Part A of Schedule – III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.**

Pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 23<sup>rd</sup> Annual General Meeting (AGM) of the Company, held on Wednesday, July 24, 2019, 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 July 21, 2019 to July 23, 2019 and the voting conducted in the AGM by way of Physical Ballot process pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014. 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 June 25, 2019, of the 23<sup>rd</sup> AGM 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,

For V-Guard Industries Limited



Jayasree K  
Company Secretary

Encl: as stated



**V-GUARD INDUSTRIES LTD.**  
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**Proceedings of the 23<sup>rd</sup> Annual General Meeting of the Company held on Wednesday, July 24, 2019, 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 dais and Mr. Kochouseph Chittilappilly, occupied the Chair. The quorum being present, the Chairman declared the meeting open.

The Chairman welcomed all the Shareholders, Directors and Others to the Company's 23<sup>rd</sup> Annual General Meeting and introduced the persons sitting on the dais. He informed that Mr. C J George, Mr. Ullas K Kamath and Ms. 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.

He addressed the shareholders and briefed the Company performance for the Financial Year under review. He said that the Company was able to perform well, despite challenges such as unfavorable weather conditions, floods in Kerala and volatility in commodity and currency. He highlighted that the Company has achieved landmark turnover of more than Rs.2,500 crores and made a profit of Rs.165 crores. He said that considering the improved performance, the Board has recommended dividend of 80 paise per equity share of Re.1/- each.

He informed that the governance practices adopted has supported to build the organization over the years to reach newer heights. He recognized the contributions of all the Independent Directors in all the strategic initiatives of the Company and briefed the CSR activities carried out during the year under review. He informed that Mr. A K Nair, Independent Director, is retiring from the position on July 28, 2019 and acknowledged the contributions made him during the last ten years.

Thereafter the Notice of AGM and Auditors' Report were taken as read with the approval of the Shareholders' present.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2018-19. He explained in detail, the strategic initiatives commenced by the Company and other developments initiated at the production front and new products launched during the year and vision of the Company in transforming the existing product range in line with the new vision. He said that Company is focusing more on increasing manufacturing foot in various product categories.

The Chairman placed before the meeting certificate obtained from the Statutory Auditors of the Company under the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014. He 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.

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 July 17, 2019, 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 July 21, 2019 to July 23, 2019, as per the provisions of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended. He informed that Mr. M D Selvaraj, 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 and for the voting through ballot process at the venue of AGM.

He said that in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, members attending the AGM, who had not already cast their vote by remote e-voting were provided the option to exercise their right to vote at the venue of the AGM.

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through physical ballot on all the resolutions in respect of the nine agenda items set out in the Notice of 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 nine agenda items in the Notice of AGM were read and during the course of meeting, as the Chairman was interested in respect of item nos. 3 and 7, which pertained to the appointment of Ms. Joshna Johnson Thomas, as Non-Executive Director liable to retire by rotation and payment of commission to him for the Financial Year 2018-19, he requested Mr. Cherian N Punnoose, Vice Chairman to chair the proceedings of the said agenda items. He was interested in respect of item no. 8 relating to payment of remuneration to Non-Executive Director and hence requested Mr. Ramachandran V, Director and Chief Operating Officer to chair the proceedings of the said item and resumed the chair after the said 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 who have not already exercised voting rights, 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 July 25, 2019 and would be submitted to the Stock Exchanges.

Thereafter, Mr. Ramachandran V, Director and Chief Operating Officer, proposed a formal vote of thanks to the Chairman, Directors, Shareholders and Others who attended the AGM.

The meeting was concluded at 6.00 p.m.

This is for your information and records.

For V-Guard Industries Ltd.



Jayasree K  
Company Secretary

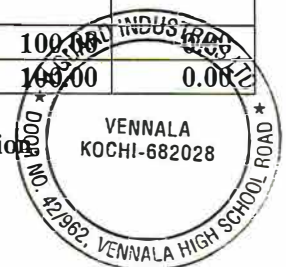


### Details of E-Voting and Poll Results

Sl. No.	Particulars	Details
1.	Date of the Annual General Meeting	July 24, 2019
2.	Total Number of shareholders as on cut-off date	73,496
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- 0  -135- -0-
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not arranged.

Item No. 1 Adoption of the Audited Financial Statements of the Company for the year ended March 31, 2019 and Directors' Report for the year ended and Auditors' Report thereon along with Consolidated Financial Statements for the year ended March 31, 2019 together with the Report of the Auditors' thereon								
Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	106712450	92128658	86.33	92128658	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	<b>Total</b>	<b>106712450</b>	<b>92128658</b>	<b>86.33</b>	<b>92128658</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	46605827	7076520	15.18	7076520	0	100.00	0.00
	Poll		812796	1.74	812796	0	100.00	0.00
	<b>Total</b>	<b>46605827</b>	<b>7889316</b>	<b>16.93</b>	<b>7889316</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>373781014</b>	<b>87.52</b>	<b>373781014</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was declared to have been passed unanimously as an Ordinary Resolution

<b>Item No. 2 Declaration of dividend for the year ended March 31, 2019</b>								
Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		92322724	86.52	92322724	0	100.00	0.00
	Poll	106712450	0	0	0	0	0	0
	<b>Total</b>	<b>106712450</b>	<b>92322724</b>	<b>86.52</b>	<b>92322724</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		7119237	15.28	7119185	52	99.99	0.01
	Poll	46605827	812796	1.74	812796	0	100.00	0.00
	<b>Total</b>	<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7931981</b>	<b>52</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>374017797</b>	<b>87.58</b>	<b>374017745</b>	<b>52</b>	<b>99.99</b>	<b>0.01</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution.**

<b>Item No. 3 Re-appointment of Ms. Joshna Johnson Thomas (DIN 02613030 ) as a Director on retirement by rotation</b>								
Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						Yes		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		83364722	78.12	73863312	9501410	88.60	11.40
	Poll	106712450	0	0.00	0	0	0	0.00
	<b>Total</b>	<b>106712450</b>	<b>83364722</b>	<b>78.12</b>	<b>73863312</b>	<b>9501410</b>	<b>88.60</b>	<b>11.40</b>
Public Non Institutions	E-Voting		7119237	15.28	6803368	315869	95.56	4.44
	Poll	46605827	812796	1.74	812544	252	99.97	0.03
	<b>Total</b>	<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7615912</b>	<b>316121</b>	<b>96.01</b>	<b>3.99</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>365059795</b>	<b>85.48</b>	<b>355242264</b>	<b>9817531</b>	<b>97.31</b>	<b>2.69</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary**

**Resolution.**



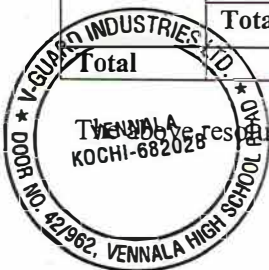


<b>Item No. 4 Re-appointment of Mr. Cherian N Punnoose (DIN 00061030) as Independent Director of the Company for a period of five consecutive years with effect from July 29, 2019</b>								
Resolution required: (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	106712450	88880324	83.29	88880324	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>106712450</b>	<b>88880324</b>	<b>83.29</b>	<b>88880324</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	46605827	7119237	15.28	7076520	42717	99.40	0.60
	Poll		812796	1.74	812696	100	99.99	0.01
	<b>Total</b>		<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7889216</b>	<b>42817</b>	<b>99.46</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>370575397</b>	<b>86.77</b>	<b>370532580</b>	<b>42817</b>	<b>99.99</b>	<b>0.01</b>

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.

<b>Item No. 5 Re-appointment of Mr. C J George (DIN 00003132) as Independent Director of the Company for a period of five consecutive years with effect from July 29, 2019</b>								
Resolution required: (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	106712450	88880324	83.29	79396501	9483823	89.33	10.67
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>106712450</b>	<b>88880324</b>	<b>83.29</b>	<b>79396501</b>	<b>9483823</b>	<b>89.33</b>
Public Non Institutions	E-Voting	46605827	7119237	15.28	6803420	315817	95.56	4.44
	Poll		812796	1.74	812206	590	99.93	0.07
	<b>Total</b>		<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7615626</b>	<b>316407</b>	<b>96.01</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>370575397</b>	<b>86.77</b>	<b>360775167</b>	<b>9800230</b>	<b>97.36</b>	<b>2.64</b>

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.



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<b>Item No. 6 Re-appointment of Mr. Ullas K Kamath (DIN 00506681) as Independent Director of the Company for a period of five consecutive years with effect from July 29, 2019</b>								
Resolution required: (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolutio						No		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	106712450	88880324	83.29	88880324	0	88880324	83.29
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>106712450</b>	<b>88880324</b>	<b>83.29</b>	<b>88880324</b>	<b>0</b>	<b>88880324</b>	<b>83.29</b>
Public Non Institutions	E-Voting	46605827	7119237	15.28	7076520	42717	99.40	0.60
	Poll		812796	1.74	812661	135	99.98	0.02
	<b>Total</b>	<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7889181</b>	<b>42852</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>370575397</b>	<b>86.77</b>	<b>370532545</b>	<b>42852</b>	<b>99.99</b>	<b>0.01</b>

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.

<b>Item No. 7 Payment of remuneration by way of commission to Mr. Kochouseph Chittilappilly, Chairman, (Non-Executive Director) for the financial year ended 2019, above fifty percent of the total annual remuneration by way of commission payable to all the Non-Executive Directors of the Company.</b>								
Resolution required: (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolutio						Yes		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	106712450	88880324	83.29	87330967	1549357	98.26	1.74
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>106712450</b>	<b>88880324</b>	<b>83.29</b>	<b>87330967</b>	<b>1549357</b>	<b>98.26</b>	<b>1.74</b>
Public Non Institutions	E-Voting	46605827	7119237	15.28	7076415	42822	99.40	0.60
	Poll		812796	1.74	812579	217	99.97	0.03
	<b>Total</b>	<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7888994</b>	<b>43039</b>	<b>99.46</b>	<b>0.54</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>370575397</b>	<b>86.77</b>	<b>368983001</b>	<b>1592396</b>	<b>99.57</b>	<b>0.43</b>

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.



<b>Item No. 8 Payment of Remuneration to Non-Executive Directors at the rate not exceeding 2% of the Net Profits of the Company</b>								
Resolution required: (Ordinary/Special)						Special Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						Yes		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	106712450	88880324	83.29	71376048	17504276	80.31	19.69
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>106712450</b>	<b>88880324</b>	<b>83.29</b>	<b>71376048</b>	<b>17504276</b>	<b>80.31</b>
Public Non Institutions	E-Voting	46605827	7119237	15.28	6803318	315919	95.56	4.44
	Poll		812796	1.74	812578	218	99.97	0.03
	<b>Total</b>		<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7615896</b>	<b>316137</b>	<b>96.01</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>370575397</b>	<b>86.77</b>	<b>352754984</b>	<b>17820413</b>	<b>95.19</b>	<b>4.81</b>

The above resolution was declared to have been passed with requisite majority as a **Special Resolution**.

<b>Item No. 9 Ratification of the remuneration payable to M/s. RA &amp; Co., (Firm Registration No. 000242) Cost Auditors of the Company for the financial year ending March 31, 2020</b>								
Resolution required: (Ordinary/Special)						Ordinary Resolution		
Whether promoter/promoter group are interested in the agenda/resolution						No		
Category	Mode of Voting	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	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	106712450	92322724	86.52	92322724	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>106712450</b>	<b>92322724</b>	<b>86.52</b>	<b>92322724</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	46605827	7119237	15.28	7119187	50	99.99	0.01
	Poll		812796	1.74	812796	0	100.00	0.00
	<b>Total</b>		<b>46605827</b>	<b>7932033</b>	<b>17.02</b>	<b>7931983</b>	<b>50</b>	<b>99.99</b>
<b>Total</b>		<b>42,70,81,317</b>	<b>374017797</b>	<b>87.58</b>	<b>374017747</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.



**For V-GUARD INDUSTRIES LTD.**



**Company Secretary**





**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL**  
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule**  
**21 of the Companies (Management and Administration) Rules, 2014 - as amended)**

To  
The Chairman  
23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. V-GUARD INDUSTRIES LIMITED**  
(L31200KL1996PLC010010)  
Held on Wednesday, 24<sup>th</sup> July, 2019, at 4:30 PM at  
Hotel "The Renai Cochin",  
Palarivattom P.O.,  
Ernakulam - 682 025

Dear Sir,

**Sub: Passing of Resolution(s) through Remote E-voting Process and through Poll**  
**conducted at the 23<sup>rd</sup> Annual General Meeting of M/s. V-GUARD**  
**INDUSTRIES LIMITED held on 24<sup>th</sup> day of July, 2019**

I, M D Selvaraj, FCS Proprietor of M/s. MDS & Associates, Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. V-GUARD INDUSTRIES LIMITED** ("the Company") as a Scrutinizer for the remote e-voting process held between Sunday, the 21<sup>st</sup> day of July, 2019 at 9:00 AM to Tuesday, the 23<sup>rd</sup> day of July, 2019 till 5:00 PM and for the poll taken at the 23<sup>rd</sup> Annual General Meeting of the Company held on Wednesday the 24<sup>th</sup> day of July, 2019 at 4.30 P.M. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam - 682 025 on the Resolution(s) set out under Item No.1 to Item No.9 in the Notice convening the said 23<sup>rd</sup> Annual General Meeting dated 25<sup>th</sup> June, 2019.



**Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 23<sup>rd</sup> Annual General Meeting dated 25<sup>th</sup> June, 2019.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 23<sup>rd</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.9 in the Notice convening the 23<sup>rd</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Link Intime India Private Limited (LIPL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 23<sup>rd</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 25<sup>th</sup> July, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 25<sup>th</sup> July, 2019 in the prescribed Form No.MGT-13 on the Poll taken at the 23<sup>rd</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;



Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	124	37,29,68,218	100.00
Poll	90	8,12,796	100.00
<b>Total Voting</b>	<b>214</b>	<b>37,37,81,014</b>	<b>100.00</b>

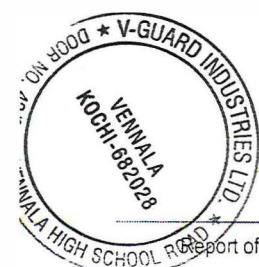
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 3 Shareholders holding 2,36,783 shares abstained from E-voting



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of dividend of 80 paise per equity share of Re.1/- each for the financial year ended March 31, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	126	37,32,04,949	100.00
Poll	90	8,12,796	100.00
<b>Total Voting</b>	<b>216</b>	<b>37,40,17,745</b>	<b>100.00</b>

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	52	Negligible
Poll	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>52</b>	<b>Negligible</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Ms. Joshna Johnson Thomas (DIN: 02613030) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	74	35,44,29,720	97.30
Poll	88	8,12,544	99.97
<b>Total Voting</b>	<b>162</b>	<b>35,52,42,264</b>	<b>97.31</b>

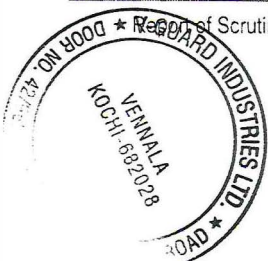
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	46	98,17,279	2.70
Poll	2	252	0.03
<b>Total Voting</b>	<b>48</b>	<b>98,17,531</b>	<b>2.69</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 7 Shareholders holding 89,58,002 shares abstained from E-voting



Special Business

Resolution No: 4

Special resolution

Re-appointment of Mr. Cherian N Punnoose (DIN: 00061030) as an Independent Director for the second term of 5 consecutive years, with effect from July 29, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	124	36,97,19,884	99.99
Poll	89	8,12,696	99.99
<b>Total Voting</b>	<b>213</b>	<b>37,05,32,580</b>	<b>99.99</b>

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	42,717	0.01
Poll	1	100	0.01
<b>Total Voting</b>	<b>2</b>	<b>42,817</b>	<b>0.01</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 2 Shareholders holding 34,42,400 shares abstained from E-voting



**Special Business**

**Resolution No: 5**

**Special resolution**

Re-appointment of Mr. C J George (DIN: 00003132) as an Independent Director for the second term of 5 consecutive years, with effect from July 29, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	81	35,99,62,961	97.35
Poll	88	8,12,206	99.93
<b>Total Voting</b>	<b>169</b>	<b>36,07,75,167</b>	<b>97.36</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	44	97,99,640	2.65
Poll	2	590	0.07
<b>Total Voting</b>	<b>46</b>	<b>98,00,230</b>	<b>2.64</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 2 Shareholders holding 34,42,400 shares abstained from E-voting



**Special Business**

**Resolution No: 6**

**Special resolution**

Re-appointment of Mr. Ullas K Kamath (DIN: 00506681) as an Independent Director for the second term of 5 consecutive years, with effect from July 29, 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	124	36,97,19,884	99.99
Poll	88	8,12,661	99.98
<b>Total Voting</b>	<b>212</b>	<b>37,05,32,545</b>	<b>99.99</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	42,717	0.01
Poll	2	135	0.02
<b>Total Voting</b>	<b>3</b>	<b>42,852</b>	<b>0.01</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 2 Shareholders holding 34,42,400 shares abstained from E-voting





Special Business

Resolution No: 7

**Special resolution**

Approval for payment of commission to Mr. Kochouseph Chittilappilly, (DIN: 00020512), Chairman, for the FY 2018-19, in excess of fifty percent of the total annual remuneration payable to all the Non-Executive Directors.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	117	36,81,70,422	99.57
Poll	89	8,12,579	99.97
<b>Total Voting</b>	<b>206</b>	<b>36,89,83,001</b>	<b>99.57</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	8	15,92,179	0.43
Poll	1	217	0.03
<b>Total Voting</b>	<b>9</b>	<b>15,92,396</b>	<b>0.43</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 2 Shareholders holding 34,42,400 shares abstained from E-voting



Special Business

Resolution No: 8

Special resolution

Approval for payment of commission to Non Executive Directors w.e.f April 01, 2019.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	104	35,19,42,406	95.18
Poll	88	8,12,578	99.97
<b>Total Voting</b>	<b>192</b>	<b>35,27,54,984</b>	<b>95.19</b>

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	21	1,78,20,195	4.82
Poll	2	218	0.03
<b>Total Voting</b>	<b>23</b>	<b>1,78,20,413</b>	<b>4.81</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Note: 2 Shareholders holding 34,42,400 shares abstained from E-voting



Special BusinessResolution No: 9

## Ordinary resolution

Ratification of the remuneration payable to Cost Auditors for the financial year ending March 31, 2020.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	126	37,32,04,951	100.00
Poll	90	8,12,796	100.00
<b>Total Voting</b>	<b>216</b>	<b>37,40,17,747</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	50	Negligible
Poll	0	0	0
<b>Total Voting</b>	<b>1</b>	<b>50</b>	<b>Negligible</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	16	1,08,526
<b>Total Voting</b>	<b>16</b>	<b>1,08,526</b>

Based on the Scrutinizer's Report, the Resolution Nos. 1 to 9 have been duly passed with requisite majority

Yours faithfully

**For V-GUARD INDUSTRIES LTD.**

Place : Coimbatore

Date : 25<sup>th</sup> July, 2019

**CHAIRMAN**

*M. D. Selvaraj*  
**MDS & ASSOCIATES**  
 Prop : M.D.SELVARAJ M.Com, MBA,FCS,  
 COMPANY SECRETARY IN PRACTICE  
 FCS - 960, CP - 411  
 \*SURYA\* 35, MAYFLOWER AVENUE  
 SOWRIPALAYAM ROAD, COIMBATORE - 641 028

