

August 6, 2021

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 25<sup>th</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 25<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Thursday, August 5, 2021, at 3.30 p.m., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Please find enclosed, results of voting through remote e-voting and e-voting during the time of 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 August 2, 2021 to August 4, 2021 and e-voting conducted during the time of AGM, 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 Managing Director of the Company, all the Resolutions for the Agenda items set out in the Notice dated July 13, 2021, of the 25<sup>th</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.**

Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

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She informed that the Statutory Registers including Register of Directors, Key Managerial Personnel and their shareholding and other documents related to the Ordinary and Special Businesses were made available for inspection. The Statutory Auditors of the Company had issued certificate on compliance of provisions relating to Employee Stock Option Scheme.

She then mentioned that some of the shareholders had registered as speaker shareholders to raise questions during the AGM and non-speaker shareholders were given the facility to raise questions through the chat box provided. All the shareholders were in mute mode and speaker shareholders would be unmuted when their turn for raising questions come up.

Thereafter, Mr. Cherian N Punnose, Chairman, occupied the Chair. He announced that the requisite quorum was present and thereafter called the meeting to Order.

He highlighted the key changes that had taken place on the Board of the Company since the 24<sup>th</sup> Annual General Meeting. He said that Mr. George Muthoot Jacob, was appointed as an Independent Director, for a period of five years effective from October 5, 2020. Mr. Mithun K Chittilappilly, was re-appointed as Managing Director for a period of five years, effective from April 1, 2021. Prof. Biju Varkkey was appointed as an Independent Director for a period of five years effective from May 26, 2021.

He welcomed all the Shareholders, Chairman Emeritus, Directors, and all other attendees. He called the names of the Directors individually and the Directors introduced themselves and said that Mr. C J George, Mr. Ullas K Kamath and Prof. Biju Varkkey, could not attend the meeting due to pre-occupation. He informed that Mr. C J George, Chairman of Nomination and Remuneration Committee authorized Ms. Radha Unni, Director and a member of the Committee, to attend the AGM on behalf of him.

Thereafter, he extended a warm welcome to the Statutory Auditors, Secretarial Auditors and Scrutinizer appointed for scrutinizing remote e-voting as well as voting during the AGM.

The Chairman thereafter commenced the formal agenda of the AGM and with the consent of the members, the Notice of AGM and Auditors' Report were taken as read.

He invited Mr. Kochouseph Chittilappilly, Chairman Emeritus to address the shareholders. The Chairman Emeritus addressed the Shareholders and highlighted that despite the challenges caused by COVID – 19 pandemic, the Company was able to perform reasonably well and the appreciated the Directors, leadership team and employees at all level for their contributions.

Thereafter, the Chairman invited the Managing Director to brief the performance highlights of the financial year 2020-21.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2020-21. He explained in detail, the precautions the Company has taken in all its work-places to combat the COVID-19 pandemic and its impact on the business and actions taken to continue the business operations. He explained in detail various business initiatives which were commenced during the year under review, the growth of e-commerce channel, new products launched, CSR activities carried out etc.

Thereafter, the Chairman requested the Company Secretary to brief the Ordinary and Special Businesses which were to be transacted during the AGM.

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**Ordinary Business:**

1. Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021, the reports of the Board of Directors, Auditors thereon and Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Auditors Report.
2. Declaration of dividend of Rs. 1.20 (One Rupee and twenty paise) per equity share for the Financial Year 2020-21.
3. Re-appointment of Mr. Ramachandran V (DIN: 06576300), Director, who retires by rotation and offers himself for re-appointment.

**Special Business**

4. Re-appointment of Mr. Mithun K Chittilappilly (DIN: 00027610) as Managing Director of the Company for a period of five years effective from April 1, 2021.
5. Re-appointment of Ms. Radha Unni, (DIN: 03242769) as Independent Director of the Company for a period of five years effective from September 27, 2021.
6. Appointment of Prof. Biju Varkkey, (DIN: 01298281) as Independent Director of the Company for a period of five years effective from May 26, 2021
7. Ratification of Remuneration payable to M/s. BBS & Associates, Cost Auditors for the Financial year 2021-22.
8. Increase overall managerial remuneration payable for the financial year 2021-22 from 11% to 15% of the net profits of the Company.
9. Increase managerial remuneration payable to Mr. Ramachandran V, Whole-time Director, for the financial year 2021-22 in excess of 5% of the net profits of the Company.
10. Payment of remuneration by way of commission to Ms. Joshna Johnson Thomas, Past Non-Executive Director for the Financial Year 2020-21, above fifty percent of the total annual remuneration by way of commission payable to all the Non-Executive Directors of the Company.

The Chairman invited the speaker shareholders to speak few words, express their views and ask questions if any. Thereafter, the names of the speaker shareholders were called one by one and all them expressed their views and raised questions. The Company Secretary shared the questions received through the chat box and all the questions were responded appropriately.

Thereafter, Mr. Ramachandran V, Director and Chief Operating Officer, proposed a formal vote of thanks to the Chairman Emeritus, Chairman, Directors, Shareholders and Others who attended the AGM and all others who extended support in successful conduct of the meeting.

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After completion of all deliberations, the voting module was extended for another 15 minutes to enable the members to cast their votes. The Chairman informed that the result of the voting along with Scrutinizer report would be placed on the website of the Company and Exchanges.

The meeting was concluded at 4.45 p.m.

This is for your information and records.

For V-Guard Industries Ltd.

Jayasree K  
Company Secretary





*MDS & Associates*

Company Secretaries in Practice

*M.D. Selvaraj* M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.

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**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND  
E-VOTING AT THE ANNUAL GENERAL MEETING**

**[Pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the  
Companies (Management and Administration) Rules, 2014 - as amended and  
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015]**

To

The Chairman

25<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**M/s. V-GUARD INDUSTRIES LIMITED**

(L31200KL1996PLC010010)

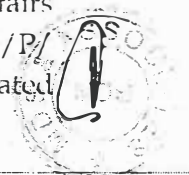
Held on Thursday, 5<sup>th</sup> August 2021 at 03:30 PM (IST)

through video conferencing (VC) / other audio-visual means (OAVM)

Dear Sir,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 25<sup>th</sup>  
Annual General Meeting of M/s. V-GUARD INDUSTRIES LIMITED held  
on 5<sup>th</sup> August 2021.**

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 purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 25<sup>th</sup> Annual General Meeting in a fair and transparent manner and for the purpose of ascertaining the requisite majority on the remote e-voting and e-voting at the Annual General Meeting on the resolution(s) as set out in the Notice convening the 25<sup>th</sup> Annual General Meeting of the Company held on Thursday, the 5<sup>th</sup> day of August 2021 at 03:30 PM (IST) through video conferencing (VC) / other audio-visual means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars dated 5<sup>th</sup> May 2020 read with Circulars dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020, 15<sup>th</sup> June 2020, 28<sup>th</sup> September 2020, 31<sup>st</sup> December 2020 and 13<sup>th</sup> January 2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular(s) No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 ("SEBI Circulars").



### **Responsibility of the Management**

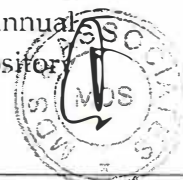
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 25<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> July, 2021.

### **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 25<sup>th</sup> Annual General Meeting, is restricted to the preparation of a Scrutinizer's Report on the votes cast "in favour" or "against" the resolution(s), as set out in Item No. 1 to Item No. 10 in the Notice convening the 25<sup>th</sup> Annual General Meeting of the Company dated 13<sup>th</sup> July, 2021, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

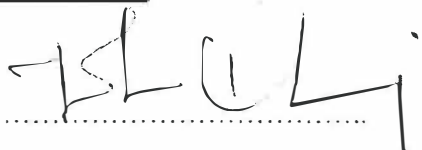
Further, in addition to the above, I submit my report as under

- a. The Notice dated 13<sup>th</sup> July, 2021 convening the 25<sup>th</sup> Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 25<sup>th</sup> Annual General Meeting of the Company, were sent by the Registrar & Share Transfer agent viz. Link Intime India Private Limited (LIPL) through electronic mail to the members who had registered their email ID with the Company / Depositories in accordance with the said MCA and SEBI Circulars. The Company has also placed the notice of the 25<sup>th</sup> Annual General Meeting on the website of the Company.
- b. The Company has availed the e-voting services offered by the National Securities Depository Limited (NSDL) for providing the remote e-voting and the facility of e-voting at the meeting to the shareholders of the Company.
- c. The remote e-voting period commenced on Monday, the 2<sup>nd</sup> day of August, 2021 at 9:00 AM (IST) and ended on Wednesday, the 4<sup>th</sup> day of August, 2021 at 5:00 PM (IST). During the period, the members of the Company, holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 29<sup>th</sup> July 2021 were entitled to vote on the resolutions set out in the Notice of the 25<sup>th</sup> Annual General Meeting. The remote e-voting module of National Securities Depository Limited (NSDL) was disabled on Thursday, 4<sup>th</sup> August 2021 at 5:00 PM.



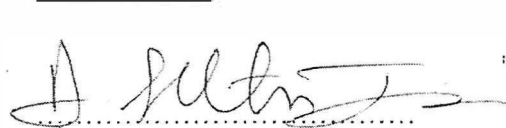


- d. Upon the commencement of the 25<sup>th</sup> Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present in the 25<sup>th</sup> Annual General Meeting through video conferencing / other audio-visual means and who had not cast their vote on the resolutions through remote e-voting to vote through e-voting facility at the meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- e. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 5<sup>th</sup> day of August, 2021 at 04:59 PM in the presence of Mr. John Manoj A (the undersigned as Witness No.1) and Mr.A.Selten Jayaraj (the undersigned as Witness No.2), who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).

Witness No.1

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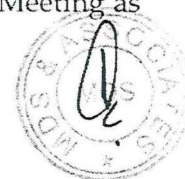
Name: Mr. John Manoj A

Witness No.2

.....

Name: Mr. A.Selten Jayaraj

- f. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process and e-voting at the meeting, were generated from the e-voting portal of the National Securities Depository Limited (NSDL).
- g. I have scrutinized the votes cast by remote e-voting and e-voting at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- h. Based on the reports generated from the e-voting portal of National Securities Depository Limited (NSDL), I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and e-voting at the meeting on the resolution(s) as set out under Item No.1 to Item No.10 in the Notice convening the 25<sup>th</sup> Annual General Meeting as under:





Ordinary BusinessResolution No: 1

## Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2021 together with the Reports of the Board of Directors and Auditors thereon.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	596	38,02,39,938	100.00
E-voting at the AGM	1	1,120	98.85
<b>Total Voting</b>	<b>597</b>	<b>38,02,41,058</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	9	1,891	Negligible
E-voting at the AGM	1	13	1.15
<b>Total Voting</b>	<b>10</b>	<b>1,904</b>	<b>Negligible</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 5 shareholders holding 30,191 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 1 may be considered as passed with requisite majority.



Ordinary BusinessResolution No: 2

## Ordinary resolution

Declaration of dividend of Rs.1.20 per equity share for the financial year 2020-21

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	593	38,02,71,000	100.00
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>595</b>	<b>38,02,72,133</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

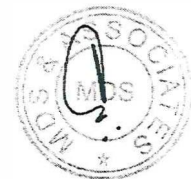
Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	13	775	Negligible
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>13</b>	<b>775</b>	<b>Negligible</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 4 shareholders holding 245 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Ordinary BusinessResolution No: 3

## Ordinary resolution

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

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	570	37,12,26,920	100.00
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>572</b>	<b>37,12,28,053</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

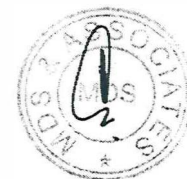
Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	25	11,416	Negligible
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>25</b>	<b>11,416</b>	<b>Negligible</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

➤ 15 shareholders holding 90,33,684 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.



Special BusinessResolution No: 4

## Ordinary resolution

Approval for re-appointment of Mr. Mithun K Chittilappilly (DIN: 00027610) as Managing Director of the Company for a period of five years and remuneration payable to him.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	558	13,06,36,848	93.91
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>560</b>	<b>13,06,37,981</b>	<b>93.91</b>

## VOTES CAST AGAINST THE RESOLUTION

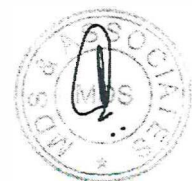
Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	37	84,69,430	6.09
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>37</b>	<b>84,69,430</b>	<b>6.09</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 8 shareholders holding 30,790 equity shares and 7 shareholders belonging to the Promoter / Promoter group holding 24,11,34,952 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority





Special BusinessResolution No: 5

## Special resolution

Approval for re-appointment of Ms. Radha Unni (DIN: 03242769) as an Independent Director for a second term of five years from 27<sup>th</sup> September, 2021 to 26<sup>th</sup> September, 2026.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	555	35,53,92,843	99.75
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>557</b>	<b>35,53,93,976</b>	<b>99.75</b>

## VOTES CAST AGAINST THE RESOLUTION

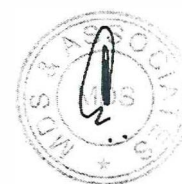
Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	33	8,94,087	0.25
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>33</b>	<b>8,94,087</b>	<b>0.25</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 22 shareholders holding 2,39,85,090 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.



Special BusinessResolution No: 6

## Ordinary resolution

Approval for the appointment of Prof. Biju Varkkey (DIN: 01298281) as an Independent Director for a term of five years from 26<sup>th</sup> May, 2021 to 25<sup>th</sup> May, 2026.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	564	35,54,87,495	99.78
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>566</b>	<b>35,54,88,628</b>	<b>99.78</b>

## VOTES CAST AGAINST THE RESOLUTION

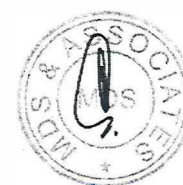
Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	24	7,99,437	0.22
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>24</b>	<b>7,99,437</b>	<b>0.22</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

➤ 22 shareholders holding 2,39,85,088 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 6 may be considered as passed with requisite majority.



Special BusinessResolution No: 7

## Ordinary resolution

Ratification/approval of remuneration payable to M/s. BBS & Associates, Cost Auditors for the financial year ending March 31, 2022.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	584	38,02,37,247	100.00
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>586</b>	<b>38,02,38,380</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	15	3,918	Negligible
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>15</b>	<b>3,918</b>	<b>Negligible</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 11 shareholders holding 30,855 equity shares have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 7 may be considered as passed with requisite majority.



Special BusinessResolution No: 8

## Ordinary resolution

Approval to increase the overall managerial remuneration payable for the financial year 2021-22 from 11% to 15% of the net profits of the Company.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	506	35,42,87,489	99.95
E-voting at the AGM	2	1,133	100.00
<b>Total Voting</b>	<b>508</b>	<b>35,42,88,622</b>	<b>99.95</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	77	1,62,461	0.05
E-voting at the AGM	0	0	0.00
<b>Total Voting</b>	<b>77</b>	<b>1,62,461</b>	<b>0.05</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 27 shareholders holding 2,58,22,070 equity shares, including the interested Whole-time Director and his relatives, have abstained from voting through remote e-voting facility

Note: Thus, the Ordinary Resolution as given in Item No. 8 may be considered as passed with requisite majority.





Special BusinessResolution No: 9

## Special resolution

Approval to increase managerial remuneration payable to Mr. Ramachandran V(DIN: 06576300), Whole-time Director in excess of 5% of the net profits of the Company.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	502	35,42,86,422	99.95
E-voting at the AGM	1	1,120	98.85
<b>Total Voting</b>	<b>503</b>	<b>35,42,87,542</b>	<b>99.95</b>

## VOTES CAST AGAINST THE RESOLUTION

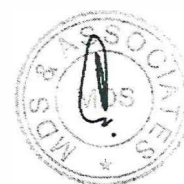
Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	82	1,63,578	0.05
E-voting at the AGM	1	13	1.15
<b>Total Voting</b>	<b>83</b>	<b>1,63,591</b>	<b>0.05</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 26 shareholders holding 2,58,22,020 equity shares, including the interested Whole-time Director and his relatives, have abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 9 may be considered as passed with requisite majority.



Special BusinessResolution No: 10

## Special resolution

Approval for payment of remuneration by way of commission to Ms. Joshna Johnson Thomas (DIN: 02613030), Past Non-Executive Director, for the financial year 2020-21 above fifty percent of the total annual remuneration by way of commission payable to all the Non-Executive Directors of the Company.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	482	10,74,46,649	93.36
E-voting at the AGM	1	1,120	98.85
<b>Total Voting</b>	<b>483</b>	<b>10,74,47,769</b>	<b>93.36</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	97	76,41,033	6.64
E-voting at the AGM	1	13	1.15
<b>Total Voting</b>	<b>98</b>	<b>76,41,046</b>	<b>6.64</b>

## INVALID VOTES

Mode of Voting	Total Number of Members whose votes were declared INVALID	Number of votes cast
Remote E-Voting	0	0
E-voting at the AGM	0	0
<b>Total Voting</b>	<b>0</b>	<b>0</b>

- 24 shareholders holding 2,40,49,386 equity shares and 7 shareholders belonging to the Promoter / Promoter group holding 24,11,34,952 equity shares, have abstained from voting through remote e-voting facility

Note: Thus, the Special Resolution as given in Item No. 10 may be considered as passed with requisite majority.

Place : Coimbatore

Date : 6<sup>th</sup> August 2021

Based on the Scrutinizer's Report  
Resolution Nos. 1 to 10 have been duly passed  
with requisite majority

For V-GUARD INDUSTRIES LTD

*M. H. ...*

Managing Director

Yours faithfully

*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

UDIN: F000960C000737905

