

August 02, 2024

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: 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**

Pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, results of voting through remote e-voting and e-voting at the 28<sup>th</sup> Annual General Meeting (AGM) of the Company, held on Thursday, August 1, 2024, at 11.00 a.m., through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) 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 29, 2024 to July 31, 2024 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 May 16, 2024, of the 28<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report will also be uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

**For V-Guard Industries Limited**

**Vikas Kumar Tak**  
**Company Secretary & Compliance Officer**  
**Membership No. FCS 6618**



**Encl: As above**



# MDS & Associates LLP

Company Secretaries

**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 Chairperson,  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. V-GUARD INDUSTRIES LIMITED**  
(CIN: L31200KL1996PLC010010)  
Held on Thursday, 1<sup>st</sup> August 2024, at 11:00 AM (IST)  
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Madam,

**Sub: Scrutinizer's Report on remote e-voting and e-voting conducted at the 28<sup>th</sup> Annual General Meeting of M/s. V-GUARD INDUSTRIES LIMITED held on 1<sup>st</sup> August 2024**

I, M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, have been appointed by the Board of Directors of **M/s. V-GUARD INDUSTRIES LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and the e-voting conducted at the 28<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 28<sup>th</sup> Annual General Meeting of the Company held on Thursday, 1<sup>st</sup> August, 2024 at 11:00 AM (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 the relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and Securities and Exchange Board of India ("SEBI Circulars") respectively from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility.



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 28<sup>th</sup> Annual General Meeting dated 16<sup>th</sup> May 2024.

## **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 28<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. 7 in the Notice convening the 28<sup>th</sup> Annual General Meeting of the Company dated 16<sup>th</sup> May 2024, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Limited (CDSL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

Further, since the meeting was held through VC / OAVM facility in accordance with the said MCA Circulars and SEBI Circulars, the facility of appointment of proxies was not applicable for the meeting. Accordingly, no proxy registers were made or maintained by the Company in respect of the said meeting.

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

- a. Before sending the Notice convening the 28<sup>th</sup> Annual General Meeting (AGM), the Company has published an advertisement in Business Standard (English) and Deepika (Malayalam) on 21<sup>st</sup> June, 2024 informing the shareholders that the said AGM would be held through VC / OAVM facility along with such other information in accordance with the relevant MCA Circulars and SEBI Circulars.
- b. The Notice dated 16<sup>th</sup> May 2024 convening the 28<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 28<sup>th</sup> Annual General Meeting of the Company, were sent through electronic mail to the members, who had registered their email ID with the Company / Depositories, on 6<sup>th</sup> July, 2024 in accordance with the said MCA Circulars and SEBI Circulars. Further, the Company has published an advertisement in Business Standard (English) and Deepika (Malayalam) on 8<sup>th</sup> July, 2024 informing the completion of the despatch of the said Notice along with such other information pursuant to the provisions of Rule 20(4) of the Companies (Management and Administration) Rules, 2014 (as amended). The Company has also placed the Notice of the 28<sup>th</sup> Annual General Meeting on its website.
- c. The Company has availed the e-voting services offered by CDSL for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.



# MDS & Associates LLP

## Company Secretaries

Continuation Sheet...

- d. The remote e-voting period commenced on Monday, July 29, 2024 at 09:00 A.M (IST) and ended on Wednesday, July 31, 2024 at 05:00 P.M (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., July 25, 2024 were entitled to vote on the resolutions set out in the Notice of the 28<sup>th</sup> Annual General Meeting. The remote e-voting module of CDSL was disabled on Wednesday, July 31, 2024 at 05:00 PM (IST).
- e. In respect of the shareholders who were entitled to vote, the Company, vide their email dated 31<sup>st</sup> July, 2024, has informed me that the Board of Directors, on 24<sup>th</sup> July, 2024, has allotted 2,15,443 equity shares having face value of ₹ 1/- each to 5 (five) employees, who have exercised stock options under Employee Stock Option Scheme of the Company 'ESOS 2013', as disclosed to BSE Limited and National Stock Exchange of India Ltd ("stock exchanges"). Further, in respect of the said allotment, the intimation / corporate action has been given to the Depositories/Registrar & Share Transfer Agent subsequently after 25<sup>th</sup> July, 2024. Accordingly, the Paid up Share Capital as on 25<sup>th</sup> July, 2024 (being the cut-off date for determining the members entitled to vote on the resolutions set out in the Notice of the 28<sup>th</sup> Annual General Meeting) was Rs. 43,50,45,463 comprising of 43,50,45,463 equity shares having face value of Re.1/- per equity share whereas the Listed Paid up Capital as on 25<sup>th</sup> July, 2024 was Rs.43,48,30,020/- comprising of 43,48,30,020 equity shares having face value of Re.1/- per equity share. Further, in respect of the said allotment, the Company is yet to file the return of allotment in Form PAS-3 with the Registrar of Companies, Kerala. Further, the list of shareholders as on 25<sup>th</sup> July, 2024 (cut-off date) available on the e-voting portal of CDSL also contains the list of shareholders holding the Listed Paid up Share Capital of 43,48,30,020 equity shares having face value of Re.1/- per equity share. In view of the above, the members who were holding 43,48,30,020 equity shares as on 25<sup>th</sup> July, 2024 (cut-off date) has been considered for determining the voting rights.
- f. Upon the commencement of the 28<sup>th</sup> Annual General Meeting, the e-voting platform was activated to enable the shareholders who were present at the 28<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. After the conclusion of the proceedings at 12:08 PM, the Chairperson extended the e-voting facility for another 15 minutes to enable the members to cast their votes. Thereafter, the e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting.
- g. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 1<sup>st</sup> August 2024 at 12:31 PM (IST) in the presence of Mr. John Manoj A (Witness No.1) and Ms. Samiksha Tiwari (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).



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## Company Secretaries

Continuation Sheet...

- h. 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 CDSL.
- i. I have scrutinized the votes cast by remote e-voting and by 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).
- j. Based on the reports generated from the e-voting portal of CDSL, 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.7 of the Notice convening the 28<sup>th</sup> Annual General Meeting as under:



# MDS & Associates LLP

Company Secretaries  
Ordinary Business

Continuation Sheet...

## Resolution 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 2024, 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	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	426	38,45,97,612	100.00
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>431</b>	<b>38,46,52,820</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	5	356	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>5</b>	<b>356</b>	<b>Negligible</b>

### INVALID VOTES

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

- 4 shareholders holding 37,351 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.



# MDS & Associates LLP

Company Secretaries  
Ordinary Business

Continuation Sheet...

## Resolution No: 2

Ordinary resolution

Declaration of dividend of Rs. 1.40 per equity share for the financial year 2023-24

### 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	423	38,01,76,800	98.84
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>428</b>	<b>38,02,32,008</b>	<b>98.84</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	12	44,58,519	1.16
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>12</b>	<b>44,58,519</b>	<b>1.16</b>

### INVALID VOTES

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

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



# MDS & Associates LLP

Company Secretaries  
Ordinary Business

Continuation Sheet...

## Resolution No: 3

### Ordinary resolution

Re-appointment of Mr. Antony Sebastian K (DIN: 01628332) as a Director on retirement 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	410	38,42,18,911	99.90
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>415</b>	<b>38,42,74,119</b>	<b>99.90</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	23	3,96,331	0.10
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>23</b>	<b>3,96,331</b>	<b>0.10</b>

### INVALID VOTES

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

- 2 shareholders holding 20,077 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.





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Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 4

### Ordinary resolution

Ratification of remuneration payable to M/s. BBS & Associates (FRN: 00273),  
Ernakulam, Cost Auditors for the financial year ending March 31, 2025.

### 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	419	38,46,12,509	100.00
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>424</b>	<b>38,46,67,717</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	14	2,733	Negligible
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>14</b>	<b>2,733</b>	<b>Negligible</b>

### INVALID VOTES

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

- 2 shareholders holding 20,077 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.



# MDS & Associates LLP

Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 5

### Ordinary resolution

Approval for the re-appointment of Mr. Ramachandran V (DIN: 06576300) as Whole time Director of the Company for a period of 4 (four) years with effect from June 01, 2024 to May 31, 2028 and the 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	415	38,45,71,432	99.99
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>420</b>	<b>38,46,26,640</b>	<b>99.99</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	17	43,809	0.01
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>17</b>	<b>43,809</b>	<b>0.01</b>

### INVALID VOTES

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

- 3 shareholders holding 20,078 equity shares have abstained from voting through remote e-voting facility

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



# MDS & Associates LLP

Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 6

### Special resolution

Approval to increase the overall limit of managerial remuneration for the financial year 2024-25 to 2025-26 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	382	38,20,89,236	99.34
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>387</b>	<b>38,21,44,444</b>	<b>99.34</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	54	25,26,026	0.66
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>54</b>	<b>25,26,026</b>	<b>0.66</b>

### INVALID VOTES

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

- 1 shareholder holding 20,057 equity shares have abstained from voting through remote e-voting facility
- 2 shareholders holding 10,17,376 equity shares have partially voted in favour for 9,57,179 equity shares and partially voted against for 60,197 equity shares

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



# MDS & Associates LLP

Company Secretaries  
Special Business

Continuation Sheet...

## Resolution No: 7

### Special resolution

Approval for payment of remuneration to Mr. Ramachandran V (DIN: 06576300), Whole time Director for the financial years 2024-25 to 2025-26 in excess of 5% of the net profits of the Company but within the overall managerial limits.

### 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	380	38,20,88,844	99.34
E-Voting at AGM	5	55,208	100.00
<b>Total Voting</b>	<b>385</b>	<b>38,21,44,052</b>	<b>99.34</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	56	25,26,418	0.66
E-Voting at AGM	0	0	0.00
<b>Total Voting</b>	<b>56</b>	<b>25,26,418</b>	<b>0.66</b>

### INVALID VOTES

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

- 1 shareholder holding 20,057 equity shares have abstained from voting through remote e-voting facility
- 2 shareholders holding 10,17,376 equity shares have partially voted in favour for 9,57,179 equity shares and partially voted against for 60,197 equity shares

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

Yours faithfully

Based on the  
Scrutinizer's Report, the  
Resolution Nos.1 to 7  
have been duly passed  
with requisite majority

Date: 02-08-2024

Place: Coimbatore

For MDS & Associates LLP  
Company Secretaries

*M. D. Selvaraj*

M D Selvaraj  
Managing Partner  
FCS No: 960 / CP No: 411  
Peer Review No: 3030/2023  
UDIN: F000960F000877431



**Declaration of results of the voting on resolution(s) set out in the  
Notice of the 28<sup>th</sup> Annual General Meeting of the Company held through  
Video Conferencing (VC) / Other Audio-Visual Means (OAVM) on 1<sup>st</sup> August 2024**

The 28<sup>th</sup> Annual General Meeting of the Company was held on Thursday, the 1<sup>st</sup> day of August, 2024 at 11:00 AM (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 the relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Securities and Exchange Board of India (“SEBI Circulars”) from time to time permitting the conduct of the Annual General Meeting through VC/OAVM facility, to seek the approval of the members on the resolution(s) set out under Item No.1 to 7 in the Notice dated 16<sup>th</sup> May, 2024.

Further, pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 read with the MCA Circulars and SEBI Circulars, the Company had provided the members the facility to exercise their voting rights electronically through remote e-voting process and also, provided e-voting platform to the shareholders, who were present at the 28<sup>th</sup> Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, on the below mentioned resolution(s).

The Company had appointed Mr. M D Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to conduct the remote e-voting and the e-voting provided at the 28<sup>th</sup> Annual General Meeting in a fair and transparent manner and to ascertain the requisite majority.

Accordingly, the Scrutinizer has submitted his Combined Scrutinizer’s Report for the remote e-voting process and the e-voting at the 28<sup>th</sup> Annual General Meeting held on 1<sup>st</sup> August, 2024 which has been attached hereto.

Based on the report of the Scrutinizer dated 2<sup>nd</sup> August, 2024, it is hereby declared that the Resolution(s) set out under Item No(s).1 to 7 in the Notice dated 16<sup>th</sup> May, 2024, as detailed herein below, have been duly passed by the shareholders with requisite majority. 2,15,443 equity shares having face value of Re.1/- each allotted on 24 July 2024 to 5 employees under Employee Stock Option Scheme of the Company ESOS 2013 were not considered for determining voting rights. The listing process for these shares is under process. Only the listed capital has been considered for voting eligibility.

### Ordinary business: Item 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 2024, together with the reports of the Board of Directors and 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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00
Public - Institutions	E-voting	148311795	143025268	96.4355	143025268	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		148311795	143025268	96.4355	143025268	0	100.0000
Public – Non Institutions	E-voting	49880673	4935148	9.8939	4934792	356	99.9928	0.0072
	Poll		55208	0.1107	55208	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49880673	4990356	10.0046	4990000	356	99.9929
<b>Total</b>		<b>434830020</b>	<b>384653176</b>	<b>88.4606</b>	<b>384652820</b>	<b>356</b>	<b>99.9999</b>	<b>0.0001</b>

➤ 4 shareholders holding 37,351 equity shares have abstained from voting through remote e-voting facility

**Result:** The above Ordinary Resolution has been passed with requisite majority

## Ordinary business: Item No.2 – Ordinary Resolution

Declaration of dividend of Rs. 1.40 per equity share for the financial year 2023-24

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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00
Public-Institutions	<b>E-Voting</b>	148311795	143062598	96.4607	138604516	4458082	96.8838	3.1162
	<b>Poll</b>		0	0.0000	0	0	0	0
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		148311795	143062598	96.4607	138604516	4458082	96.8838
Public-Non Institutions	<b>E-Voting</b>	49880673	4935169	9.8940	4934732	437	99.9911	0.0089
	<b>Poll</b>		55208	0.1107	55208	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0
	<b>Total</b>		49880673	4990377	10.0046	4989940	437	99.9912
<b>Total</b>		<b>434830020</b>	<b>384690527</b>	<b>88.4692</b>	<b>380232008</b>	<b>4458519</b>	<b>98.8410</b>	<b>1.1590</b>

**Result:** The above Ordinary Resolution has been passed with requisite majority

### Ordinary business: Item No.3 – Ordinary Resolution

Re-appointment of Mr. Antony Sebastian K (DIN: 01628332) as a Director on retirement by rotation.

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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>23,66,37,552</b>	<b>23,66,37,552</b>	<b>100.00</b>	<b>23,66,37,552</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	148311795	143042541	96.4472	142649441	393100	99.7252	0.2748
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>148311795</b>	<b>143042541</b>	<b>96.4472</b>	<b>142649441</b>	<b>393100</b>	<b>99.7252</b>
Public-Non Institutions	E-Voting	49880673	4935149	9.8939	4931918	3231	99.9345	0.0655
	Poll		55208	0.1107	55208	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>49880673</b>	<b>4990357</b>	<b>10.0046</b>	<b>4987126</b>	<b>3231</b>	<b>99.9353</b>
<b>Total</b>		<b>434830020</b>	<b>384670450</b>	<b>88.4646</b>	<b>384274119</b>	<b>396331</b>	<b>99.8970</b>	<b>0.1030</b>

➤ 2 shareholders holding 20,077 equity shares have abstained from voting through remote e-voting facility

**Result:** The above Ordinary Resolution has been passed with requisite majority



### **Special business: Item No.4 – Ordinary Resolution**

Ratification of remuneration payable to M/s. BBS & Associates (FRN: 00273), Ernakulam, Cost Auditors for the financial year ending March 31, 2025.

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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>23,66,37,552</b>	<b>23,66,37,552</b>	<b>100.00</b>	<b>23,66,37,552</b>	<b>0</b>	<b>100.00</b>
Public-Institutions	E-Voting	148311795	143042541	96.4472	143042541	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>148311795</b>	<b>143042541</b>	<b>96.4472</b>	<b>143042541</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	49880673	4935149	9.8939	4932416	2733	99.9446	0.0554
	Poll		55208	0.1107	55208	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	<b>Total</b>		<b>49880673</b>	<b>4990357</b>	<b>10.0046</b>	<b>4987624</b>	<b>2733</b>	<b>99.9452</b>
<b>Total</b>		<b>434830020</b>	<b>384670450</b>	<b>88.4646</b>	<b>384667717</b>	<b>2733</b>	<b>99.9993</b>	<b>0.0007</b>

➤ 2 shareholders holding 20,077 equity shares have abstained from voting through remote e-voting facility

**Result:** The above Ordinary Resolution has been passed with requisite majority

### **Special business: Item No.5 – Ordinary Resolution**

Approval for the re-appointment of Mr. Ramachandran V (DIN: 06576300) as Whole time Director of the Company for a period of 4 (four) years with effect from June 01, 2024 to May 31, 2028 and the remuneration payable to him.

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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00
Public-Institutions	E-Voting	148311795	143042541	96.4472	143001897	40644	99.9716	0.0284
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		148311795	143042541	96.4472	143001897	40644	99.9716
Public-Non Institutions	E-Voting	49880673	4935148	9.8939	4931983	3165	99.9359	0.0641
	Poll		55208	0.1107	55208	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49880673	4990356	10.0046	4987191	3165	99.9366
<b>Total</b>		<b>434830020</b>	<b>384670449</b>	<b>88.4646</b>	<b>384626640</b>	<b>43809</b>	<b>99.9886</b>	<b>0.0114</b>

- 3 shareholders holding 20,078 equity shares have abstained from voting through remote e-voting facility

**Result:** The above Ordinary Resolution has been passed with requisite majority

### **Special business: Item No.6 – Special Resolution**

Approval to increase the overall limit of managerial remuneration for the financial year 2024-25 to 2025-26 from 11% to 15% of the net profits of the Company.

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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00
Public-Institutions	E-Voting	148311795	143042541	96.4472	140527930	2514611	98.2421	1.7579
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		148311795	143042541	96.4472	140527930	2514611	98.2421
Public-Non Institutions	E-Voting	49880673	4935169	9.8940	4923754	11415	99.7687	0.2313
	Poll		55208	0.1107	55208	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49880673	4990377	10.0046	4978962	11415	99.7713
Total		434830020	384670470	88.4646	382144444	2526026	99.3433	0.6567

- 1 shareholder holding 20,057 equity shares have abstained from voting through remote e-voting facility
- 2 shareholders holding 10,17,376 equity shares have partially voted in favour for 9,57,179 equity shares and partially voted against for 60,197 equity shares

**Result:** The above Special Resolution has been passed with requisite majority

### **Special business: Item No.7 – Special Resolution**

Approval for payment of remuneration to Mr. Ramachandran V (DIN: 06576300), Whole time Director for the financial years 2024-25 to 2025-26 in excess of 5% of the net profits of the Company but within the overall managerial limits.

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 & Promoter Group	E-voting	23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		23,66,37,552	23,66,37,552	100.00	23,66,37,552	0	100.00
Public-Institutions	E-Voting	148311795	143042541	96.4472	140527930	2514611	98.2421	1.7579
	Poll		0	0.0000	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0	0
	Total		148311795	143042541	96.4472	140527930	2514611	98.2421
Public-Non Institutions	E-Voting	49880673	4935169	9.8940	4923362	11807	99.7608	0.2392
	Poll		55208	0.1107	55208	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0	0
	Total		49880673	4990377	10.0046	4978570	11807	99.7634
<b>Total</b>		<b>434830020</b>	<b>384670470</b>	<b>88.4646</b>	<b>382144052</b>	<b>2526418</b>	<b>99.3432</b>	<b>0.6568</b>

- 1 shareholder holding 20,057 equity shares have abstained from voting through remote e-voting facility
- 2 shareholders holding 10,17,376 equity shares have partially voted in favour for 9,57,179 equity shares and partially voted against for 60,197 equity shares

**Result:** The above Special Resolution has been passed with requisite majority

**For V-Guard Industries Limited**

**Vikas Kumar Tak**  
**Company Secretary**  
**Membership No. F6618**



Date : 02-08-2024

Place : Kochi