

August 24, 2023

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, 5th 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 27th Annual General Meeting

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 27th Annual General Meeting (AGM) of the Company, held on Thursday, August 24, 2023, at 11 a.m, through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

We request you to kindly take the above information on record and treat this as compliance with SEBI Listing Regulations.

Thanking You,

Yours Sincerely,

For V-Guard Industries Limited

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

Encl: As above

Proceedings of 27th Annual General Meeting of V-Guard Industries Limited held on Thursday, August 24, 2023 at 11:00 a.m. through Video Conferencing/Other Audio Visual Means

The following persons were present through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)

- | | | |
|----|-----------------------------|---|
| a) | Mr. Cherian N Punnoose | Independent Director and Chairman of the Board and Chairman of Audit Committee and Stakeholders' Relationship Committee |
| b) | Mr. Mithun K Chittilappilly | Managing Director and Member |
| c) | Mr. Ramachandran V | Director & COO and Member |
| d) | Mr. Antony Sebastian K | Executive Director and Member |
| e) | Mr. C J George | Independent Director |
| f) | Mr. George Muthoot Jacob | Independent Director |
| g) | Prof. Biju Varkkey | Independent Director and Chairman of Nomination and Remuneration Committee |
| h) | Mr. Ishwar Subramanian | Independent Director |
| i) | Mr. Sudarshan Kasturi | Chief Financial Officer |
| j) | Mr. Vikas Kumar Tak | Company Secretary |

Mr. Amit Kumar Agrawal, Partner, M/s Price Waterhouse Chartered Accountants LLP, Statutory Auditors, Mr. Keyul M. Dedhia, M/s Keyul M. Dedhia & Associates, Secretarial Auditors and Mr. M D Selvaraj, Scrutinizer for the 27th AGM were also present through VC/OAVM.

Attendance: 66 Members holding 16,28,71,689 equity shares which constitutes 37.57% of the paid-up equity share capital of the Company were present through VC/OAVM.

The Company Secretary briefed the members that the 27th AGM was convened through Video conferencing as per the circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. VC/OAVM facility for conducting the AGM and remote e-voting as well as e-voting at the time of AGM is provided by the Central Depository Services (India) Limited.

He said that remote e-voting facility began on Monday, August 21, 2023 at 9.00 a.m. and ended on Wednesday, August 23, 2023 at 5.00 p.m. Voting module was kept open during the time of the AGM to enable those members who had not exercised their voting rights through remote e-voting.

He informed that all Statutory Registers and other documents related to the Ordinary and Special Businesses were made available for inspection. The Secretarial Auditors of the Company had issued certificate on compliance of provisions relating to Employee Stock Option Scheme.

He then mentioned that total eight shareholder has registered as speaker shareholder to raise questions during the AGM and questions raised during the time of the AGM through chat box facility shall be replied.

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 welcomed all the Shareholders, Directors, and all other attendees. He called the names of the Directors individually and the Directors introduced themselves and said that Mr. Ullas K Kamath and Ms Radha Unni Independent Directors of the company could not attend the meeting due to pre-occupation.

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 the Managing Director to brief the performance highlights of the Financial Year 2022- 23. The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2022-23. He explained in detail various business initiatives which were commenced during the year under review, 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.

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Report of Auditors and the Board of Directors thereon.
2. To declare dividend of ₹ 1.30/- per equity share for the Financial Year 2022-23.
3. To appoint a Director in place of Mr. Ramachandran V (DIN: 06576300), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. To ratify the remuneration payable to Cost Auditor
5. To consider appointment of Mr. Ishwar Subramanian (DIN: 01473535) as Non-Executive Independent Director of the Company
6. To consider appointment of Mr. Antony Sebastian K (DIN: 01628332) as Executive Non-Independent Director of the Company
7. Payment of emoluments to Mr. Kochouseph Chittilappilly, Chairman Emeritus, for providing advisory services
8. To Grant of options to employees of subsidiary company(ies) under the Employee Stock Option Scheme, 2013
9. To create further number of options for grant under the existing Employee Stock Option Scheme of the Company

The Chairman informed that total eight shareholders have registered themselves as speaker and Four shareholders were present in the meeting and they were given the opportunity to speak and ask questions from the management. Thereafter, Managing Director and Director &COO answered to the queries raised by the speaker shareholders.

The Managing Director informed that one question was received through the chat box and Managing Director and CFO answered to the question. The Chairman requested Mr. Ramachandran V, Director to propose vote of thanks. Thereafter, Mr. Ramachandran V, Director and Chief Operating Officer, proposed a formal vote of thanks to the Chairman, other Directors, Shareholders and Others who attended the AGM and all others who extended support in successful conduct of the meeting.

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 e-voting option was disabled at 12.12 p.m.

For V-Guard Industries Limited

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