

August 13, 2020

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 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra-East, Mumbai- 400 051
Scrip Code: 532953	Symbol: VGUARD

Dear Madam / Sir,

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 - reg.

Pursuant to Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 9, 2020 to August 11, 2020 and e-voting conducted at the 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 20, 2020, of the 24th 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





MDS & Associates

Company Secretaries in Practice

M.D. Selvaraj M Com MBA FCS

"SURYA", 35, Mayflower Avenue, Sowripalayam Road, Coimbatore 641028.
Phone : 0422-2318780, 2316755. Fax : 0422-2314792. E-mail : mds@mdsassociates.in. Web : www.mdsservices.in

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

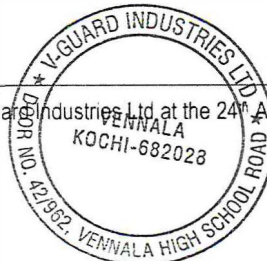
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014 - as amended and
Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015)**

To
The Chairman
24th Annual General Meeting of the Equity Shareholders of
M/s. V-GUARD INDUSTRIES LIMITED
(L31200KL1996PLC010010)
Held on Wednesday, 12th August, 2020, at 03:30 PM
Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir,

**Sub: Passing of resolution(s) through remote e-voting process and through e-
voting conducted at the 24th Annual General Meeting of M/s. V-Guard
Industries Limited held on 12th August, 2020**

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 24th 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 on the resolution(s) as set out in the Notice convening the 24th Annual General Meeting of the Company held on Wednesday, 12th August, 2020, 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 Circular No. 20 dated 5th May 2020 read with Circular No. 14 dated 8th April 2020 and Circular No. 17 dated 13th April 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars").



Responsibility of the Management

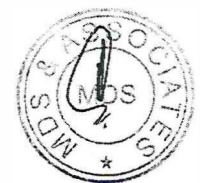
The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means, on the resolution(s) as set out in the Notice convening the 24th Annual General Meeting dated 20th July, 2020.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the e-voting at the 24th 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 24th Annual General Meeting of the Company dated 20th July, 2020, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the Authorized Agency, engaged by the Company for providing e-voting facilities.

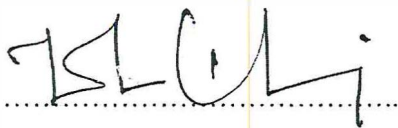
Further, in addition to the above, I submit my report as under

- a. The Notice dated 20th July, 2020 convening the 24th 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 24th 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 Circulars. The Company has also placed the notice of the 24th Annual General Meeting on its website.
- b. The Company had allotted 2,08,154 equity shares of Re.1/- each under Employee Stock Option Scheme 2013 ("ESOS 2013"), on 27/07/2020, ranking pari passu in all respects with its existing equity shares. However, the corporate action for the said allotment of equity shares was under process and such shares were not credited to the demat account of the respective beneficiaries as on the cut-off date i.e. 5th August 2020. Thus, the voting rights in respect of 2,08,154 equity shares were not available to exercise as on the cut-off date.



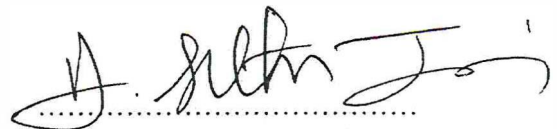
- c. The Company has availed the e-voting services offered by the National Securities Depositories Limited (NSDL) for providing the remote e-voting and the facility of e-voting during the meeting to the shareholders of the Company.
- d. The remote e-voting period commenced on Sunday, the 9th day of August, 2020 at 9:00 AM and ended on Tuesday, the 11th day of August 2020 at 5:00 PM. 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. 5th August 2020 were entitled to vote on the resolutions set out in the Notice of the 24th Annual General Meeting. The e-voting module of National Securities Depositories Limited (NSDL) was disabled on Tuesday, 11th August 2020 at 5:00 PM.
- e. Upon the commencement of the 24th Annual General Meeting, the e-voting platform was made available to the shareholders, who were present at the 24th Annual General Meeting through video conferencing / other audio visual means and who had not cast their vote through remote e-voting, to cast their vote through e-voting facility at the said 24th Annual General Meeting. The e-voting facility provided at the meeting was disabled at the conclusion of the Annual General Meeting i.e. 04:50 PM.
- f. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 12th day of August 2020 at 05:32 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



Name: Mr. John Manoj A

Witness No.2



Name: Mr. A. Selten Jayaraj



- g. 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 Depositories Limited (NSDL).
- h. 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).
- i. Based on the reports generated from the e-voting portal of National Securities Depositories 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 24th Annual General Meeting as under:

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 : F000960B000575754



Ordinary BusinessResolution No: 1

Ordinary resolution

Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 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	365	38,63,50,343	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	367	38,63,63,033	100.00

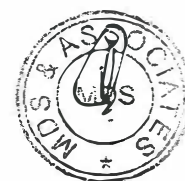
VOTES CAST AGAINST THE RESOLUTION

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	2	199	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	2	199	Negligible

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
Total Voting	0	0

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**

Confirmation of the payment of interim dividend of Rs.0.90 (90 paise) per equity share already paid for the financial year 2019-20.

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	362	38,63,49,785	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	364	38,63,62,475	100.00

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	757	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	5	757	Negligible

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
Total Voting	0	0

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



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Mr. Mithun Kochouseph Chittilappilly (DIN: 00027610) as a Director, who retire 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	336	37,41,97,432	99.65
E-Voting at AGM	2	12,690	100.00
Total Voting	338	37,42,10,122	99.65

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	20	13,21,381	0.35
E-Voting at AGM	0	0	0.00
Total Voting	20	13,21,381	0.35

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
Total Voting	0	0

- 11 shareholders holding 1,08,31,729 equity shares has 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 Business

Resolution No: 4

Ordinary resolution

Approval for the re-appointment of Mr. Ramachandran V (DIN: 06576300) as Whole-time Director for a period of 4 years, with effect from June 01, 2020 to May 31, 2024, liable to retire by rotation and payment of remuneration 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	335	37,44,43,605	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	337	37,44,56,295	100.00

VOTES CAST AGAINST THE RESOLUTION

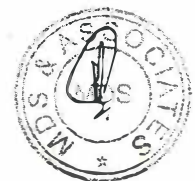
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	16	2,946	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	16	2,946	Negligible

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
Total Voting	0	0

- 16 shareholders holding 1,19,03,991 equity shares, including the appointee Whole-time Director and his relatives, has 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

Ordinary resolution

Regularization of the appointment of Mr. B. Jayaraj (DIN: 00027479), who was appointed as an Additional Director w.e.f April 01, 2020, as Non-Executive Non-Independent Director, liable to retire 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	353	38,03,96,362	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	355	38,04,09,052	100.00

VOTES CAST AGAINST THE RESOLUTION

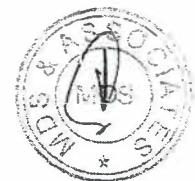
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	11	2,026	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	11	2,026	Negligible

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
Total Voting	0	0

- 3 shareholders holding 59,52,154 equity shares, including the appointee Director, has 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.



Special Business**Resolution No: 6****Ordinary resolution**

Ratification of the remuneration payable to M/s. BBS & Associates (FRN: 00273), Cost Auditors, for the financial year ending March 31, 2021.

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	357	38,63,49,448	100.00
E-Voting at AGM	2	12,690	100.00
Total Voting	359	38,63,62,138	100.00

VOTES CAST AGAINST THE RESOLUTION

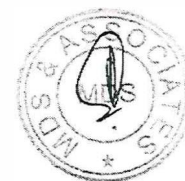
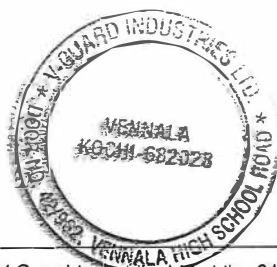
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	9	1,079	Negligible
E-Voting at AGM	0	0	0.00
Total Voting	9	1,079	Negligible

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
Total Voting	0	0

- 1 shareholder holding 15 equity shares has 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 Business**Resolution No: 7****Special resolution**

Approval for payment of commission to Mr. Kochouseph Chittilappilly, (DIN: 00020512), Past Non-Executive Chairman, for the FY 2019-20, 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	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	323	11,17,53,830	99.88
E-Voting at AGM	2	12,690	100.00
Total Voting	325	11,17,66,520	99.88

VOTES CAST AGAINST THE RESOLUTION

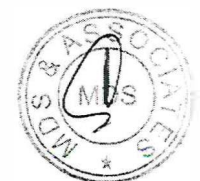
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	36	1,35,356	0.12
E-Voting at AGM	0	0	0.00
Total Voting	36	1,35,356	0.12

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
Total Voting	0	0

- 2 shareholders holding 58,02,154 equity shares and 6 shareholders belonging to the Promoter / Promoter group holding 26,86,59,202 equity shares, has abstained from voting through remote e-voting facility

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



Special Business

Resolution No: 8

Special resolution

Approval to create additional options, exercisable into not more than 15,00,000 equity shares of the Company under the existing Employee Stock Option Scheme 2013 (ESOS 2013).

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	290	36,02,42,677	95.22
E-Voting at AGM	2	12,690	100.00
Total Voting	292	36,02,55,367	95.22

VOTES CAST AGAINST THE RESOLUTION

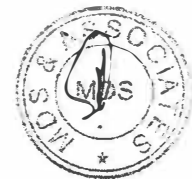
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	68	1,80,66,636	4.78
E-Voting at AGM	0	0	0.00
Total Voting	68	1,80,66,636	4.78

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
Total Voting	0	0

- 9 shareholders holding 80,41,229 equity shares, has abstained from voting through remote e-voting facility

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



Special BusinessResolution No: 9

Ordinary resolution

Approval to increase the overall limit of managerial remuneration payable for the financial year 2020-21 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	314	37,90,91,351	99.90
E-Voting at AGM	2	12,690	100.00
Total Voting	316	37,91,04,041	99.90

VOTES CAST AGAINST THE RESOLUTION

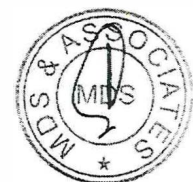
Mode of Voting	Number of Members Voted through electronic means	Number of votes cast	Percentage of Total Number of valid votes cast
Remote E-Voting	47	3,84,975	0.10
E-Voting at AGM	0	0	0.00
Total Voting	47	3,84,975	0.10

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
Total Voting	0	0

- 6 shareholders holding 68,74,216 equity shares, including the interested Whole-time Director and his relatives, has abstained from voting through remote e-voting facility

Note: Thus, the Ordinary 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 to Mr. V. Ramachandran (DIN: 06576300), Whole-time Director, for the FY 2020-21 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	313	37,90,92,461	99.90
E-Voting at AGM	2	12,690	100.00
Total Voting	315	37,91,05,151	99.90

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	48	3,83,865	0.10
E-Voting at AGM	0	0	0.00
Total Voting	48	3,83,865	0.10

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
Total Voting	0	0

- 6 shareholders holding 68,74,216 equity shares, including the interested Whole-time Director and his relatives, has 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.

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

For V-GUARD INDUSTRIES LTD

M. H. ...
Managing Director

Place : Coimbatore

Date : 13th August, 2020

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: F000960B000575754

