

V-GUARD INDUSTRIES LIMITED

Registered Office: 42/962, Vennala High School Road,
Vennala P.O., Kochi - 682 028, Kerala, India
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E-mail: mail@vguard.in
CIN: L31200KL1996PLC010010



7th March, 2017 www.v-guard.in

The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Scrip Code: 532953	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: VGUARD
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Dear Sir / Madam,

Sub: Disclosure of proceedings of the Extraordinary General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Declaration of voting results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the Extraordinary General Meeting (EGM) of the Company held on March 6, 2017, at 4.30 p.m., at Hotel "The Renai Cochin", Palarivattom P.O., Kochi, Kerala-682025.

Please find enclosed, results of voting through electronic means and poll conducted at the EGM 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 March 3, 2017 (9.00 a.m. IST) to March 5, 2017 (5.00 p.m. IST) and the voting conducted in the EGM by way of Physical Ballot process. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all the Resolutions for the Agenda items set out in the Notice dated January 30, 2017 and Addendum to Notice dated February 27, 2017 of the EGM 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,

Yours faithfully,

For V-Guard Industries Limited

Jayasree K
Company Secretary





Proceedings of the Extraordinary General Meeting of the Company held on March 6, 2017, at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Kochi, Kerala-682025.

The Directors and Officers occupied their positions on the dais and Mr. Kochouseph Chittilappilly, occupied the Chair.

The Chairman welcomed all the Shareholders, Directors and Others to the Extraordinary General Meeting (EGM) of the Company and introduced the persons sitting on the dais. He informed that Mr. C J George, Mr. Ullas K Kamath and Mrs. Joshna Johnson Thomas, Directors, could not attend the EGM due to pre-occupation. He said that Mr. C J George, who is the Chairman of Nomination and Remuneration Committee and Stakeholders' Relationship and Share Transfer Committee, has authorized Mr. Cherian N Punnoose, Director and a member of the Committees, to attend the EGM on behalf of him.

As per the Attendance Register, in aggregate, Ninety Two (92) members were present for the EGM. The quorum being present the Chairman declared the meeting to order and thereafter he addressed the Shareholders. He informed the members that over the years, the Company has accumulated its profits and balance of free reserves as per audited financial statements for the year ended March 31, 2016, is Rs.440.69 crores. He said that the Board of Directors in their meeting held on January 30, 2017, considered the proposal of issue of bonus shares by capitalizing requisite amount from the balance of free reserves and recommended issue of bonus shares in the proportion of two equity shares for every five equity shares held. He said that based on the paid up capital of Rs.30.24 crores as on January 30, 2017, it was decided to capitalize an amount not exceeding Rs.12.10 crores and issue maximum number of equity shares not exceeding 12.10 crores. As the paid up capital of the Company after the bonus issue will exceed the existing Authorized Capital of the Company, it was required to increase the Authorized Capital of the Company. He informed that it was decided to call an Extraordinary General Meeting of the Company to seek the approval of the members for increasing the Authorized Capital of the Company from Rs.40.00 crores to Rs.50.00 crores and issue of bonus shares in the ratio of 2:5, to all the shareholders, whose name(s) appear on the Record Date in the Register of Members or List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited.

He informed that Notice dated January 30, 2017 was dispatched to the shareholders on February 9, 2017 and subsequent to the dispatch of said notice, allotment of 8,71,766, no. of equity shares was made to employees who had exercised options under the Employee Stock Option Scheme of the Company. As the new shares allotted also entitled for the bonus issue, the amount to be capitalized out of the free reserves of the Company had to be increased to an amount not exceeding Rs.12.14 crores and the maximum number of shares to be issued would become 12.14 crores. He said that the Board of Directors in their meeting held on February 27, 2017, approved an Addendum to the Notice of EGM dated January 30, 2017, to modify the resolution proposed for bonus issue in item no. 2 of the Notice dated January 30, 2017. He said that Addendum to the Notice dated January 30, 2017, was sent to all the shareholders. He informed that no modification has been carried out in the item no. 1 of the Notice dated January 30, 2017.

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Thereafter the Notice of EGM dated January 30, 2017 and Addendum to the Notice was taken as read by the Shareholders of the Company.

Thereafter, the Chairman informed that the Company had provided remote e-voting facility to all the members entitled to cast their vote i.e. persons who were members on February 27, 2017, being the cut-off date, in respect of all the resolutions for the agenda items set out in the Notice of EGM and Addendum to the Notice, during the period from March 3, 2017 to March 5, 2017 as per the provisions of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended. He informed that Mr. Jayan K, Practicing Company Secretary was appointed as the Scrutinizer for the purpose of carrying out the remote e-voting process in a fair and transparent manner.

In terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, members attending the EGM, who had not cast their vote by remote e-voting were provided the option to exercise their right to vote at the venue of the EGM through physical ballot on all the resolutions that were set out in the Notice of EGM and Addendum thereof. Mr. Jayan K, Practicing Company Secretary who was appointed as the Scrutinizer for e-voting and poll was present at the venue of the EGM.

Thereafter the Chairman explained the objective and implications of the resolutions before putting them to vote at the meeting and the resolutions were read. Before ordering the poll, the Chairman invited the Shareholders for their queries and observations. After answering the queries of the shareholders, he ordered the poll and requested all the members present to cast their votes using the ballot papers.

After the completion of the poll process, the Chairman informed that the results of the voting would be declared after considering the remote e-voting and voting through ballot by the members at the venue of EGM, by placing the same on the website of the Company on March 7, 2017 and would be submitted to the Stock Exchanges.

Thereafter, Mr. Mithun K Chittilappilly, Managing Director proposed a formal vote of thanks to the Chairman, Directors, Shareholders and Others who attended the EGM.

The meeting was concluded at 6.00 p.m.

For V-Guard Industries Ltd.

Jayasree K
Company Secretary





Details of E-Voting and Poll Results

Sl. No.	Particulars	Details
1.	Date of the Extraordinary General Meeting	March 6, 2017
2.	Total Number of shareholders as on cut-off date	46,565
3.	Number of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: In Person Through Proxy Public: Members Proxy	 -2- 0 -90- -5-
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not arranged.



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+91 484 2357039 (Corp. Office)

07.03.2017

To

The Chairman

M/s. V Guard Industries Limited
42/962, Vennala High School Road
Vennala, Ernakulam, Kerala - 682028

Sir,

Sub: Report of the Scrutinizer on Remote Electronic Voting

I, CS Jayan K., Company Secretary in Practice, holding Membership Number : FCS - 8154 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, has been appointed by the Board of Directors of M/s. V Guard Industries Limited (CIN: L31200KL1996PLC010010), 42/962, Vennala High School Road, Vennala, Ernakulam, Kerala - 682028 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the Extra-ordinary General Meeting of the Company held on Monday, 6th March, 2017.

As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (4) (vi) of the Companies (Management and Administration) Rules 2014, as amended, the above remote electronic voting remained open to the members from Friday, March 03rd, 2017 (9.00 A.M.) to Sunday, March 05th, 2017 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Extra-ordinary General Meeting.

On completion of the remote e-voting period, in compliance of the provisions of Rule 20 (4) (viii) and (xii) of the Companies (Management and Administration) Rules 2014, as amended,



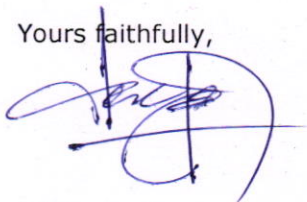
I have unblocked the votes on 6th March 2017, in the presence of two witnesses, who were not the employees of the Company. The names and signatures of the witnesses appear elsewhere in this Report.

The following is the summary of Remote E-voting result:

Resolution No.	Subject Matter of Resolution	Total No. of shares through Remote E-voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through Remote E-voting	% of votes in favour on votes through Remote E-voting	% of Paid Up Capital	No. of Votes through Remote E-voting	% of votes against on votes through Remote E-voting
SPECIAL BUSINESS – ORDINARY RESOLUTION							
1	To increase the Authorised Share Capital of the Company from Rs.40 Crores to Rs.50 Crores	252114479	252114478	99.99%	83.12%	1	0
2	To issue bonus shares in the ratio 2:5 by capitalizing the free reserves of the company to the extent of an amount not exceeding Rs.12.14 Crores	252125404	252125404	100%	83.12%	0	0

Thank you very much.

Yours faithfully,




CS Jayan K.

FCS: 8154, CP: 7363



Witnesses to the unblocking of votes:

1. SRUTHI CHANDRASEKHAR
NEAR KARTHUKA HOUSING COLONY.
BLOCK OFFICE. S-BATTERY
WAYANAD. 673592.
KERALA.



2. ANJU GEORGE
MUNDACKAL HOUSE
KUDAKKACHIRA P.O
MARANCHATTUPALLY
KOTTAYAM - 686635



Corp. Office : 39/3519 B, 1st Floor
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FORM No. MGT-13
Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To

The Chairman

M/s. V Guard Industries Limited
42/962, Vennala High School Road
Vennala, Ernakulam, Kerala - 682028

Extra-ordinary General Meeting of the Equity Shareholders of **M/s. V Guard Industries Limited** held on Monday, 6th March 2017 at Hotel "The Renai Cochin", Palarivattom P.O., Kochi - 682025

Dear Sir,

I, CS Jayan K, Company Secretary in Practice, holding Membership Number: FCS-8154 and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Extra-ordinary General Meeting of the Equity Shareholders of M/s. V Guard Industries Limited (CIN: L31200KL1996PLC010010), held on Monday, 6th March 2017 at Hotel "The Renai Cochin", Palarivattom P.O, Kochi-682025, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



[Handwritten signature]

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution 1

To increase the Authorised Share Capital of the Company from Rs. 40 crores to Rs. 50 crores:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
78	339249	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	3380

(b) Resolution 2

To approve the issue of Bonus Shares in the ratio 2:5 by capitalizing the free reserve of the company to the extent of an amount not exceeding Rs. 12.14 crores:

(i) Voted **in favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
76	282794	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
6	3380

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
7. All resolutions stand passed under the poll as Ordinary resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully



A handwritten signature in blue ink, appearing to be "Jayan K".

CS Jayan K

FCS: 8154 CP: 7363

Kochi

07.03.2017

Corp. Office : 39/3519 B, 1st Floor
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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
M/s. V GUARD INDUSTRIES LIMITED**

To

The Chairman

M/s. V Guard Industries Limited
42/962, Vennala High School Road,
Vennala, Kochi, Kerala- 682028

Extra-ordinary General Meeting of the Equity Shareholders of **M/s. V Guard Industries Limited** held on Monday, 6th March, 2017 at 4.30 P.M. at Hotel "The Renai Cochin", Palarivattom P.O., Kochi - 682025.

Sub: Passing of Resolution through Remote E-Voting and Poll conducted at the Extra-ordinary General Meeting of the Equity Shareholders of M/s. V Guard Industries Limited.

I, CS. Jayan K., Company Secretary in Practice, holding Membership Number: FCS- 8154 and Certificate of Practice Number- 7363, Partner, SVJS & Associates, Company Secretaries, 39/3519 B, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682016 have been appointed as Scrutinizer for the Remote Electronic Voting and for the purpose of the Poll taken on the below mentioned resolutions at the Extra-ordinary General Meeting of the Equity Shareholders of **M/s. V Guard Industries Limited (CIN: L31200KL1996PLC010010)**, held on Monday, 6th March, 2017 at Hotel "The Renai Cochin", Palarivattom P.O., Kochi - 682025.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility for the remote electronic voting to the shareholders of the Company from Friday, 03rd March, 2017 (9.00 A.M.) to Sunday, 05th March, 2017 (5.00 P.M.). M/s. Link Intime India Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 6th March, 2017 in the presence of two witnesses. For further details kindly refer attached Scrutinizer Report dated 7th March 2017.

At the Extra-ordinary General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to record their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 7th March 2017 attached herewith.



The result of the Remote E-voting together with that of the Poll is as under:

Res. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
SPECIAL BUSINESS						
1	To increase the Authorised Share Capital of the Company from Rs. 40 crores to Rs. 50 crores	E-voting	252114478	99.99	1	0
		Poll	339249	100	0	0
		Total	252453727	99.99	1	0
2	To approve the issue of Bonus Shares in the ratio 2:5 by capitalizing the free reserve of the company to the extent of an amount not exceeding Rs. 12.14 crores	E-voting	252125404	100	0	0
		Poll	282794	100	0	0
		Total	252408198	100	0	0

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary Resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates
Company Secretaries



Kochi

07.03.2017


JAYANK K.
Partner
CP No: 7383

For V-GUARD INDUSTRIES LTD.


CHAIRMAN