

# V-GUARD INDUSTRIES LIMITED

Registered Office: 42/962, Vennala High School Road  
Vennala P.O., Kochi - 682 028, Kerala, India  
Tel : +91 484 3005000, 2005000  
Fax : +91 484 3005100  
E-mail: mail@vguard.in  
CIN: L31200KL1996PLC010010



August 1, 2017

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: Proceedings of 21<sup>st</sup> Annual General Meeting and Declaration of voting results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.**

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of 21<sup>st</sup> Annual General Meeting of the Company held on July 31, 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 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 July 28, 2017 to July 30, 2017 and the voting conducted in the Annual General Meeting 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 July 3, 2017, of the 21<sup>st</sup> Annual General Meeting 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 21<sup>st</sup> Annual General Meeting of the Company held on July 31, 2017, at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Kochi, Kerala-682025.**

All 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 Company's 21<sup>st</sup> Annual General Meeting 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 AGM due to pre-occupation. He said that as Mr. C J George, who is the Chairman of Nomination and Remuneration Committee is not present for the AGM, he has authorised Mr. Cherian N Punnoose, Director and a member of the Committee, to attend the AGM on behalf of him.

The quorum being present the Chairman declared the meeting open and thereafter he addressed the Shareholders. He informed that the Organisation has completed 40 years of existence and highlighted the philosophy of the Company and growth over the years since inception. He informed that the governance practices adopted has supported to build the organization over the years. He recognized the contributions of Independent Directors in the strategic initiatives of the Company and also the CSR activities carried out during the year under review.

Thereafter the Notice of AGM was taken as read with the approval of the Shareholders' present and Auditors' Report was read by the Company Secretary.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2016-17. He explained in detail, the strategic initiatives commenced by the Company and also other developments initiated at the production front.

The Chairman briefed about the observations made by the Secretarial Auditor and drawn the attention of the members to the comments given by the Board to the observations made by the Auditors. He placed before the meeting certificate obtained from the Statutory Auditors of the Company under the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014.

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 July 24, 2017, being the cut-off date, in respect of all the resolutions for the agenda items set out in the Notice of AGM, during the period from July 28, 2017 to July 30, 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.

He said that in terms of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, members attending the AGM, who had not already cast their vote by remote e-voting were provided the option to exercise their right to vote at the venue of the AGM through physical ballot on all the resolutions in respect of the five agenda items set out

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in the Notice of AGM. Mr. Jayan K, Practicing Company Secretary has also been appointed as Scrutinizer for poll at the venue of the AGM.

Thereafter the Chairman explained the objective and implications of the resolutions before putting them to vote at the meeting. All the resolutions for the five agenda items in the Notice of AGM were read and during the course of meeting, as the Chairman was interested in respect of item no.3, which pertained to the re-appointment of Mr. Mithun K Chittilappilly, who is a relative of Chairman, as Director liable to retire by rotation, he requested Mr. Cherian N Punnoose, Vice Chairman to chair the proceedings of the said agenda items and resumed the chair after the said item of business was transacted.

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 would be declared after considering the remote e-voting and voting through ballot by the members at the venue of AGM by placing the same on the website of the Company on August 1, 2017 and would be submitted to the Stock Exchanges.

Thereafter, Mr. Ramachandran V, Director and Chief Operating Officer, proposed a formal vote of thanks to the Chairman, Directors, Shareholders and Others who attended the AGM.

The meeting was concluded at 6.30 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 Annual General Meeting	July 31, 2017
2.	Total Number of shareholders as on cut-off date	70,019
3.	Number of shareholders present in the meeting either in person or through proxy:  <b>Promoters and Promoter Group:</b> In Person Through Proxy  <b>Public:</b> Members Proxy	  -2- 0  -116- -4-
4.	No. of shareholders attended the meeting through Video Conferencing:  Promoters and Promoter Group Public	Not arranged.

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**Item No. 1: Adoption of Financial Statements for the year ended March 31, 2017 and Directors' Report and Auditors' Report 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) = $\frac{(2)}{(1)} * 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} * 100$	(7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
Public	E-Voting	14,79,11,421	7,24,33,363	48.97	7,24,33,339	24	99.99	0.01
	Poll		10,81,493	0.73	10,81,493	0	100	0
	<b>Total</b>	14,79,11,421	<b>7,35,14,856</b>	<b>49.70</b>	<b>7,35,14,832</b>	<b>24</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>42,4654,461</b>	<b>35,02,57,896</b>	<b>82.48</b>	<b>35,02,57,872</b>	<b>24</b>	<b>99.99</b>	<b>0.01</b>

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**Item No. 2: Declaration of Final Dividend for the Financial Year 2016-17 @ 70% which is Rs.0.70 per share**

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 and Promoter Group	E-Voting	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
Public	E-Voting	14,79,11,421	7,69,53,938	52.03	7,69,53,938	0	100	0
	Poll		10,79,879	0.73	10,79,404	475	99.96	0.04
	<b>Total</b>	14,79,11,421	<b>7,80,33,817</b>	<b>52.76</b>	<b>7,80,33,342</b>	<b>475</b>	<b>99.99</b>	<b>0.00</b>
<b>Total</b>		<b>42,4654,461</b>	<b>35,47,76,857</b>	<b>83.54</b>	<b>35,47,76,382</b>	<b>475</b>	<b>99.99</b>	<b>0.04</b>

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<b>Item No. : 3 Re-appointment of Director Mr. Mithun K Chittilappilly, (DIN: 00027610), as a Director retiring by rotation</b>								
Resolution required : (Ordinary/Special)							<b>Ordinary Resolution</b>	
Whether promoter/promoter group are interested in the agenda/resolution							Yes	
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 and Promoter Group	E-Voting	27,67,43,040	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	<b>Total</b>		0	0	0	0	0	
Public	E-Voting	14,79,11,421	7,27,30,421	49.17	7,24,29,736	300685	100	0
	Poll		10,81,560	0.73	10,81,560	0	99.96	0.04
	<b>Total</b>	14,79,11,421	7,38,11,981	<b>49.90</b>	7,35,11,296	300685	99.99	0.00
<b>Total</b>		<b>42,4654,461</b>	<b>7,38,11981</b>	<b>17.38</b>	<b>7,35,11,296</b>	<b>300685</b>	<b>99.99</b>	<b>0.04</b>

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**Item No. : 4 Appointment of M/s. S R Bataliboi & Associates, LLP, Chartered Accountants with firm registration no. 101049W/E300004, as Statutory Auditors of the Company for a period of 5 years from the conclusion of 21<sup>st</sup> Annual General Meeting till the conclusion of 26<sup>th</sup> Annual General Meeting**

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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-Voting	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
	Poll							
	<b>Total</b>	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
Public	E-Voting	14,79,11,421	7,69,53,843	52.03	7,69,47,921	5922	99.99	0.01
	Poll		10,79,961	0.73	10,79,961	0	100	0
	<b>Total</b>	14,79,11,421	7,80,33,804	52.76	7,80,27,882	5922	99.99	0.01
<b>Total</b>		<b>42,4654,461</b>	<b>35,47,76,844</b>	<b>83.54</b>	<b>35,47,70922</b>	<b>5922</b>	<b>99.99</b>	<b>0.01</b>

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**Item No. : 5 Ratification of remuneration payable to M/s. RA & Co., Cost Auditors of the Company for the Financial Year 2017-18**

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 and Promoter Group	E-Voting	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
	Poll		NA	NA	NA	NA	NA	NA
	<b>Total</b>	27,67,43,040	27,67,43,040	100%	27,67,43,040	0	100	NA
Public	E-Voting	14,79,11,421	7,69,53,757	52.03	7,69,48,808	4,949	99.99	0.01
	Poll		10,81,106	0.73	10,79,986	1,120	99.99	0.01
	<b>Total</b>	14,79,11,421	7,80,34,863	<b>52.76</b>	7,80,28,794	6069	99.99	0.01
<b>Total</b>		<b>42,4654,461</b>	<b>35,47,77,903</b>	<b>83.55</b>	<b>35,47,71,834</b>	<b>6069</b>	<b>99.99</b>	<b>0.01</b>

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**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR  
V-GUARD INDUSTRIES LIMITED**

To,

Mr. Kochouseph Thomas Chittilappilly  
Chairman  
V-Guard Industries Limited  
42/962, Vennala High School Road,  
Vennala, Kochi, Kerala - 682028

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of **V-GUARD INDUSTRIES LIMITED** held on Monday, 31<sup>st</sup> day of July, 2017 at 04.30 P.M. at The Renai Cochin, Palarivattom.

**Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of 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, 1<sup>st</sup> Floor, 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 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of **V-GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)** held on Monday, 31<sup>st</sup> day of July, 2017 at 04.30 P.M. at The Renai Cochin, Palarivattom.

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, the 28<sup>th</sup> day of July, 2017 (09.00 A.M.) to Sunday, the 30<sup>th</sup> day of July, 2017 (5.00 P.M.). Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company. The remote e-voting results were unblocked by me on 31<sup>st</sup> July 2017 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 1<sup>st</sup> August 2017 attached herewith.

At the Annual General Meeting, the Company facilitated the members present in the meeting who could not participate in the remote e-voting to cast their votes through poll process. For details kindly refer to my Scrutinizer report in MGT 13 dated 1<sup>st</sup> August 2017 attached herewith.



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

Re sl. No.	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			No.	%	No.	%
<b>ORDINARY BUSINESS :</b>						
1	Adoption of audited Balance Sheet, and Statement of Profit and Loss of the Company together with Cash Flow Statement for the financial year ended 31 <sup>st</sup> March 2017, the Directors' Report and Auditor's Report thereon.	E-voting	349176379	99.99	24	0.01
		Poll	1081493	100	0	0
		<b>Total</b>	<b>350257872</b>	<b>99.99</b>	<b>24</b>	<b>0.01</b>
2	Declaration of final dividend of Rs. 0.70/- per equity share of Re. 1/- each for the Financial Year ended March 31, 2017.	E-voting	353696978	100	0	0
		Poll	1079404	99.96	475	0.04
		<b>Total</b>	<b>354776382</b>	<b>99.99</b>	<b>475</b>	<b>0.01</b>
3	Re-appointment of Director Mr. Mithun K Chittilappilly (DIN: 00027610) who retires by rotation.	E-voting	72429736	99.59	300685	0.41
		Poll	1081560	100	0	0
		<b>Total</b>	<b>73511296</b>	<b>99.59</b>	<b>300685</b>	<b>0.41</b>
4	Appointment of M/s S R Batliboi and Associates (FRN: 101049W/E300004), Chartered Accountants, as Statutory Auditors of the Company and fixation of remuneration thereof.	E-voting	353690961	99.99	5922	0.01
		Poll	1079961	100	0	0
		<b>Total</b>	<b>354770922</b>	<b>99.99</b>	<b>5922</b>	<b>0.01</b>
<b>SPECIAL BUSINESS:</b>						
5	Ratification of remuneration payable to Cost Auditors.	E-voting	353691848	99.99	4949	0.01
		Poll	1079986	99.90	1120	0.10
		<b>Total</b>	<b>354771834</b>	<b>99.99</b>	<b>6069</b>	<b>0.01</b>

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

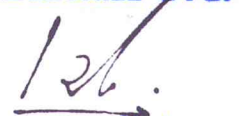
For SVJS & Associates  
Company Secretaries

  
JAYAN K.  
Partner  
CP No. 7883

Kochi  
01.08.2017



**For V-GUARD INDUSTRIES LTD.**

  
Chairman



**Corp. Office :** 39/3519 B, 1st Floor

Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

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01.08.2017

To  
Mr. Kochouseph Thomas Chittilappilly  
Chairman  
V-GUARD INDUSTRIES LIMITED  
42/962, Vennala, High School Road  
Vennala, Kochi, 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, 39/3519 B, 1<sup>st</sup> Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of **V-GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)** 42/962, Vennala High School Road, Vennala, Kochi, Kerala - 682028 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 21<sup>st</sup> Annual General Meeting of the Company held on 31<sup>st</sup> July 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, the 28<sup>th</sup> day of July, 2017 (09.00 A.M.) to Sunday the 30<sup>th</sup> day of July, 2017 (5.00 P.M.). Further the remote e-voting period was completed on the date preceding the date of Annual 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 31<sup>st</sup> July 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:

Reso lution No.	Subject Matter of Resolution	Total No. of shares through E- voting	ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
			No. of Votes through E- voting	% of votes in favour on votes through E-voting	% of Paid Up Capital	No. of Votes through E- voting	% of votes against on votes through E-voting
<b>ORDINARY BUSINESS</b>							
1	Adoption of audited Balance Sheet and Statement of Profit and Loss of the Company together with Cash Flow Statement for the financial year ended 31 <sup>st</sup> March 2017, the Directors' Report and Auditor's Report thereon.	349176403	349176379	99.99	82.23	24	0.01
2	Declaration of final dividend of Rs. 0.70/- per equity share of Re. 1/- each for the Financial Year ended March 31, 2017.	353696978	353696978	100	83.29	0	0
3	Re-appointment of Director Mr. Mithun K Chittilappilly (DIN: 00027610) who retires by rotation.	72730421	72429736	99.59	17.06	300685	0.41
4	Appointment of M/s S R Batliboi and Associates (FRN: 101049W/E300004), Chartered Accountants, as Statutory Auditors of the Company and fixation of remuneration thereof.	353696883	353690961	99.99	83.29	5922	0.01
<b>SPECIAL BUSINESS</b>							
5	Ratification of remuneration payable to Cost Auditors.	353696797	353691848	99.99	83.29	4949	0.01

All resolutions stand passed under Remote E-voting as Ordinary resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you  
Yours faithfully

For SVJS & Associates  
Company Secretaries

  
JAYAM K.  
Partner  
CP No: 7363



Witnesses to the unblocking of votes:

1. Gautham Nambian  
G-215, Aswathy, Panampilly Nagar  
Ernakulam, Kochi - 682036



2. Praveen P  
Hukumangalam House  
Udayanapuram P.O  
Vaitom, Kottayam - 686143



For **V-GUARD INDUSTRIES LTD.**



Chairman



**Corp. Office :** 39/3519 B, 1st Floor  
Padmam Apartments, Ravipuram, Kochi  
Ernakulam, Kerala, India - 682 016

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+91 484 2357039 (Corp. Office)

**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

Mr. Kochouseph Thomas Chittilappilly  
Chairman  
V-Guard Industries Limited  
42/962, Vennala High School Road,  
Vennala, Kochi, Kerala - 682028

21<sup>st</sup> Annual General Meeting of the Equity Shareholders of **V-GUARD INDUSTRIES LIMITED** held on Monday, 31<sup>st</sup> day of July, 2017 at 04.30 P.M. at The Renai Cochin, Palarivattom, P.O., Ernakulam-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, 1<sup>st</sup> Floor, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 21<sup>st</sup> Annual General Meeting of the Equity Shareholders of **V-GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)**, held on Monday, 31<sup>st</sup> day of July, 2017 at 04.30 P.M. at The Renai Cochin, Palarivattom 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.
3. The poll papers, which were incomplete and/or otherwise found defective have been treated as invalid and kept separately.



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4. The result of the Poll is as under:

**(a) Resolution 1:**

**Adoption of audited Balance Sheet and Statement of Profit and Loss of the Company together with Cash Flow Statement for the financial year ended 31st March 2017, the Directors' Report and Auditor's Report thereon:**

(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	1081493	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
7	5902

**(b) Resolution 2:**

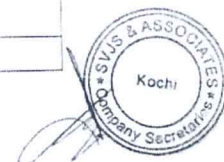
**Declaration of final dividend of Rs. 0.70/- per equity share of Re. 1/- each for the Financial Year ended March 31, 2017:**

(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
71	1079404	99.96

(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
1	475	0.04



(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
11	7516

(c) **Resolution 3:**

**Re-appointment of Director Mr. Mithun K Chittilappilly (DIN: 00027610) who retires by rotation:**

(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
75	1081560	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
8	5835

(d) **Resolution 4:**

**Appointment of M/s S R Batliboi and Associates (FRN: 101049W/E300004), Chartered Accountants, as Statutory Auditors of the Company and fixation of remuneration thereof:**

(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
71	1079961	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
12	7434

(e) **Resolution 5:**

**Ratification of remuneration payable to Cost Auditors:**

(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
73	1079986	99.90

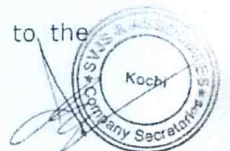
(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1120	0.10

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
9	6289

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.

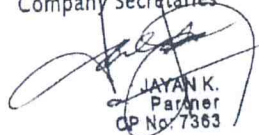


7. All resolutions stand passed under the poll as Ordinary resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully

For SVJS & Associates  
Company Secretaries



JAYAN K.  
Partner  
CP No. 7363

Kochi  
01.08.2017



**For V-GUARD INDUSTRIES LTD.**

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**CHAIRMAN**