

August 01, 2018

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 22<sup>nd</sup> Annual General Meeting (“AGM”) and 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 herewith the proceedings of 22<sup>nd</sup> Annual General Meeting of the Company, held on Tuesday, July 31, 2018, 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, 2018 to July 30, 2018 and the voting conducted in the Annual General Meeting by way of Physical Ballot process 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 Chairman of the Company, all the Resolutions for the Agenda items set out in the Notice dated July 03, 2018, of the 22<sup>nd</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,  
For V-Guard Industries Limited

  
Jayasree K  
Company Secretary



**V-GUARD INDUSTRIES LTD.**  
Regd. office 42/962,  
Vennala High School Road,  
Vennala, Kochi - 682 028.  
CIN: L31200KL1996PLC010010

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**Proceedings of the 22<sup>nd</sup> Annual General Meeting of the Company held on Tuesday, July 31, 2018, 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 22<sup>nd</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 during the year under review, the Company unveiled its new identity and announced its new vision for the brand. He said as part of brand evolution, the Company unveiled a new logo featuring sleek black and royal gold colours representing modernity and premium values.

He informed that the governance practices adopted has supported to build the organization over the years. He recognized the contributions of all the 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 and Auditors' Report were taken as read with the approval of the Shareholders' present.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2017-18. He explained in detail, the strategic initiatives commenced by the Company and other developments initiated at the production front and new products launched during the year and vision of the Company in transforming the existing product range in line with the new vision.

The Chairman 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, 2018, 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, 2018 to July 30, 2018, as per the provisions of Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as amended. He informed that Mr. M D Selvaraj, 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 and for the voting through ballot process at the venue of AGM.

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 six agenda items set out in the Notice of AGM.

*Re*



Thereafter the Chairman explained the objective and implications of the resolutions before putting them to vote at the meeting. All the resolutions for the six 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.4, which pertained to the re-appointment of Mr. Mithun K Chittilappilly, as Managing Director for a period of three years effective from April 01, 2018, 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 who have not already exercised voting rights, 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 01, 2018 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 6.00 p.m.

This is for your information and records.

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, 2018
2.	Total Number of shareholders as on cut-off date	82,577
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-  - 139- - 21 -
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 the Audited Financial Statements of the Company for the year ended March 31, 2018 and Directors' Report for the year ended and Auditors' Report thereon along with Consolidated Financial Statements for the year ended March 31, 2018 together with the Report of 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 Vote s - 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	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	101470673	70295535	69.28	70295535	0	100.00	0.00
	Poll		111088	0.11	111088	0	100.00	0.00
	<b>Total</b>		<b>101470673</b>	<b>70406623</b>	<b>69.39</b>	<b>70406623</b>	<b>0</b>	<b>100.00</b>
Public Non Institutions	E-Voting	50583700	4934594	9.76	4934594	0	100.00	0.00
	Poll		267361	0.53	267361	0	100.00	0.00
	<b>Total</b>		<b>50583700</b>	<b>5201955</b>	<b>10.28</b>	<b>5201955</b>	<b>0</b>	<b>100.00</b>
<b>Total</b>		<b>425817413</b>	<b>349371618</b>	<b>82.05</b>	<b>349371618</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was declared to have been passed unanimously as an **Ordinary Resolution**.



Item No. 2 Declaration of dividend for the year ended March 31, 2018								
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		273763040	100.00	273763040	0	100.00	0.00
	Poll	273763040	0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		76623531	75.51	76623531	0	100.00	0.00
	Poll	101470673	111088	0.11	111088	0	100.00	0.00
	<b>Total</b>	<b>101470673</b>	<b>76734619</b>	<b>75.62</b>	<b>76734619</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		4977301	9.84	4977200	101	100.00	0.00
	Poll	50583700	270161	0.53	270161	0	100.00	0.00
	<b>Total</b>	<b>50583700</b>	<b>5247462</b>	<b>10.37</b>	<b>5247361</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>425817413</b>	<b>355745121</b>	<b>83.54</b>	<b>355745020</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

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Item No. 3 Re-appointment of Mr. Ramachandran V (DIN 06576300) 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 and Promoter Group	E-Voting		273763040	100.00	273763040	0	100.00	0.00
	Poll	273763040	0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		76623531	75.51	76623531	0	100.00	0.00
	Poll	101470673	111088	0.11	111088	0	100.00	0.00
	<b>Total</b>	<b>101470673</b>	<b>76734619</b>	<b>75.62</b>	<b>76734619</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		4977301	9.84	4977300	1	100.00	0.00
	Poll	50583700	270161	0.53	270161	0	100.00	0.00
	<b>Total</b>	<b>50583700</b>	<b>5247462</b>	<b>10.37</b>	<b>5247461</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>425817413</b>	<b>355745121</b>	<b>83.54</b>	<b>355745120</b>	<b>1</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

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Item No. 4 Re-appointment of Mr. Mithun K Chittilappilly (DIN 00027610) as Managing Director of the Company for a period of 3 years with effect from April 1, 2018								
Resolution required: (Ordinary/Special)						Ordinary Resolution		
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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>		<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>
Public Institutions	E-Voting	101470673	76623531	75.51	76605944	17587	99.98	0.02
	Poll		111088	0.11	111088	0	100.00	0.00
	<b>Total</b>		<b>101470673</b>	<b>76734619</b>	<b>75.62</b>	<b>76717032</b>	<b>17587</b>	<b>99.98</b>
Public Non Institutions	E-Voting	50583700	4977301	9.84	4977300	1	100.00	0.00
	Poll		270161	0.53	270161	0	100.00	0.00
	<b>Total</b>		<b>50583700</b>	<b>5247462</b>	<b>10.37</b>	<b>5247461</b>	<b>17588</b>	<b>100.00</b>
<b>Total</b>		<b>425817413</b>	<b>355745121</b>	<b>83.54</b>	<b>355727533</b>	<b>17588</b>	<b>99.99</b>	<b>0.01</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

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Item No. 5 Ratification of the remuneration payable to M/s. RA & Co., (Firm Registration No. 000242) Cost Auditors of the Company for the financial year ending March 31, 2019								
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		273763040	100.00	273763040	0	100.00	0.00
	Poll	273763040	0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting		76623531	75.51	76623531	0	100.00	0.00
	Poll	101470673	111088	0.11	111088	0	100.00	0.00
	<b>Total</b>	<b>101470673</b>	<b>76734619</b>	<b>75.62</b>	<b>76734619</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting		4977301	9.84	4977200	101	100.00	0.00
	Poll	50583700	267361	0.53	267361	0	100.00	0.00
	<b>Total</b>	<b>50583700</b>	<b>5244662</b>	<b>10.37</b>	<b>5244561</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>425817413</b>	<b>355742321</b>	<b>83.54</b>	<b>355742220</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>

The above resolution was declared to have been passed with requisite majority as an **Ordinary Resolution**.

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**Item No. 6 Approval for continuation of Mr. A K Nair (DIN 00009148) as Non-Executive Independent Director of the Company till the expiry of present term of office**

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 and Promoter Group	E-Voting	273763040	273763040	100.00	273763040	0	100.00	0.00
	Poll		0	0.00	0	0	0	0.00
	<b>Total</b>	<b>273763040</b>	<b>273763040</b>	<b>100.00</b>	<b>273763040</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	101470673	75114498	74.03	75114498	0	100.00	0.00
	Poll		111088	0.11	111088	0	100.00	0.00
	<b>Total</b>	<b>101470673</b>	<b>75225586</b>	<b>74.14</b>	<b>75225586</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	50583700	4977301	9.84	4977200	101	100.00	0.00
	Poll		270161	0.53	270161	0	100.00	0.00
	<b>Total</b>	<b>50583700</b>	<b>5247462</b>	<b>10.37</b>	<b>5247361</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>425817413</b>	<b>354236088</b>	<b>83.19</b>	<b>354235987</b>	<b>101</b>	<b>100.00</b>	<b>0.00</b>





*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@mdsservices.in, Web : www.mdsservices.in

**COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL**  
**(Pursuant to Section(s) 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule**  
**21 of the Companies (Management and Administration) Rules, 2014 - as amended)**

To  
The Chairman  
22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. V-GUARD INDUSTRIES LIMITED**  
(L31200KL1996PLC010010)  
Held on Tuesday, 31<sup>st</sup> July 2018, at 4:30 p.m. at  
Hotel "The Renai Cochin",  
Palarivattom P.O.,  
Ernakulam - 682 025.

Dear Sir,

**Sub: Passing of Resolution through Remote E-voting Process and through Poll**  
**conducted at the 22<sup>nd</sup> Annual General Meeting of M/s. V-GUARD**  
**INDUSTRIES LIMITED held on 31<sup>st</sup> day of July 2018.**

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 remote e-voting process held between Saturday, the 28<sup>th</sup> day of July, 2018 at 9:00 AM to Monday, the 30<sup>th</sup> day of July 2018 till 5:00 PM and for the poll taken at the 22<sup>nd</sup> Annual General Meeting of the Company held on Tuesday the 31<sup>st</sup> day of July, 2018 at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam - 682 025 on the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the said 22<sup>nd</sup> Annual General Meeting dated 3<sup>rd</sup> July, 2018.



**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 remote e-voting process and through poll process, on the Resolution(s) as set out in the Notice convening the 22<sup>nd</sup> Annual General Meeting dated 3<sup>rd</sup> July, 2018.

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 22<sup>nd</sup> Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.6 in the Notice convening the 22<sup>nd</sup> Annual General Meeting, based on the reports generated from the e-voting portal provided by the Link Intime India Private Limited (LIPL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also at the time of poll taken at the 22<sup>nd</sup> Annual General Meeting.

I have already issued a separate Scrutinizer's Report dated 1<sup>st</sup> August, 2018 on the remote e-voting process and also a separate Scrutinizer's Report dated 1<sup>st</sup> August, 2018 in the prescribed Form No.MGT-13 on the Poll taken at the 22<sup>nd</sup> Annual General Meeting of the Company.

In view of the above, I hereby submit my Consolidated Report on the Results of the Remote E-voting together with that of the Poll in respect of the said Resolution(s), as under;





Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	100	34,89,93,169	100.00
Poll	93	3,78,449	100.00
<b>Total Voting</b>	<b>193</b>	<b>34,93,71,618</b>	<b>100.00</b>

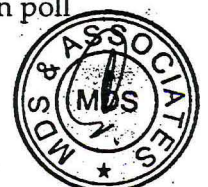
VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	0	0	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

**Note:** 11 Shareholders holding 63,70,842 shares abstained from E-voting  
2 Shareholders holding 3115 shares abstained from Voting for 2810 shares on poll



Ordinary Business

Resolution No: 2

Ordinary resolution

Declaration of dividend for the year ended 31<sup>st</sup> March 2018.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	105	35,53,63,771	100.00
Poll	94	3,81,249	100.00
<b>Total Voting</b>	<b>199</b>	<b>35,57,45,020</b>	<b>100.00</b>

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	101	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>101</b>	<b>0.00</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 3 Shareholders holding 129 shares abstained from E-voting

1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll



Ordinary Business

Resolution No: 3

Ordinary resolution

Re-appointment of Mr.Ramachandran V (DIN 06576300) as a Director on retirement by rotation.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	106	35,53,63,871	100.00
Poll	94	3,81,249	100.00
<b>Total Voting</b>	<b>200</b>	<b>35,57,45,120</b>	<b>100.00</b>

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	1	1	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>1</b>	<b>1</b>	<b>0.00</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 2 Shareholders holding 117 shares abstained from E-voting  
 1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll



Special BusinessResolution No: 4

## Ordinary resolution

Re-appointment of Mr.Mithun Chittilappilly (DIN 00027610) as Managing Director of the Company and approval of his remuneration for a period of 3 years with effect from 1<sup>st</sup> April 2018.

## VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	105	35,53,46,284	100.00
Poll	94	3,81,249	100.00
<b>Total Voting</b>	<b>199</b>	<b>35,57,27,533</b>	<b>100.00</b>

## VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	17,588	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>17,588</b>	<b>0.00</b>

## INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 2 Shareholders holding 117 shares abstained from E-voting

1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll





**Special Business**

**Resolution No: 5**

**Ordinary resolution**

Ratification of the remuneration payable to M/s. RA & Co., (Firm Registration No. 000242) Cost Auditors of the Company for the financial year ending 31<sup>st</sup> March 2019.

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	105	35,53,63,771	100.00
Poll	93	3,78,449	100.00
<b>Total Voting</b>	<b>198</b>	<b>35,57,42,220</b>	<b>100.00</b>

**VOTES CAST AGAINST THE RESOLUTION**

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	101	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>101</b>	<b>0.00</b>

**INVALID VOTES**

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 2 Shareholders holding 117 shares abstained from E-voting  
2 Shareholders holding 3115 shares abstained from Voting for 2810 shares on poll



Special Business

Resolution No: 6

Special resolution

Approval for continuation of Mr. A K Nair (DIN 00009148) as Non-Executive Independent Director of the Company till the expiry of present term of office.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	104	35,38,54,738	100.00
Poll	94	3,81,249	100.00
<b>Total Voting</b>	<b>198</b>	<b>35,42,35,987</b>	<b>100.00</b>

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	101	0.00
Poll	0	0	0.00
<b>Total Voting</b>	<b>2</b>	<b>101</b>	<b>0.00</b>

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	5	1,103
<b>Total Voting</b>	<b>5</b>	<b>1,103</b>

Note: 2 Shareholders holding 117 shares abstained from E-voting

1 Shareholder holding 315 shares abstained from Voting for 10 shares on poll

Place : Coimbatore

Yours faithfully

Date : 1<sup>st</sup> August, 2018

Based on the Scrutinizer's Report

Resolution nos 1- 6 have been duly passed

**For V-GUARD INDUSTRIES LTD.**

**CHAIRMAN**

*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  
 COWRIPALAYAM ROAD, COIMBATORE - 641 02