

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

Email: mail@vguard.in

CIN: L31200KL1996PLC010010



www.vguard.in

27th July, 2016

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

Dear Sir / Madam,

Sub: Proceedings of 20th 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 20th Annual General Meeting of the Company held on 26th July, 2016, 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 23rd July, 2016 to 25th July, 2016 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 27th June, 2016, of the 20th 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

Encl: as above



Proceedings of the 20th Annual General Meeting of the Company held on 26th July, 2016, 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 20th 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 briefed about the governance practices of the Company and contributions of Independent Directors in the strategic initiatives of the Company and also the CSR activities carried out by the Company during the year under review and growth of the Company over the years since its inception.

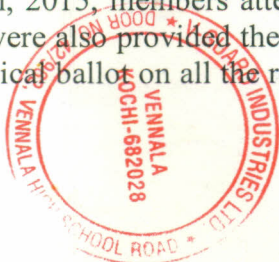
Thereafter the Notice of AGM and Auditors' Report was taken as read by the Shareholders of the Company.

The Managing Director of the Company addressed the Shareholders and briefed about the performance of the Company for the Financial Year 2015-16. He explained in detail, the strategic initiatives commenced by the Company and also other developments initiated in 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.

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 19th July, 2016, 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 23rd July, 2016 to 25th July, 2016, 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 AGM, who had not already cast their vote by remote e-voting were also provided the option to exercise their right to vote at the venue of the AGM through physical ballot on all the resolutions, ordinary or special as the case may, in





respect of the fourteen agenda items set out 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 eight 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 and 6, which pertained to the re-appointment of Mr. Joshna Johnson Thomas, who is a relative of Chairman, as Non-Executive Director liable to retire by rotation and payment of commission to Mrs. Joshna Johnson Thomas, respectively, he requested Mr. Cherian N Punnoose, Vice Chairman to chair the proceedings of the said agenda items and resumed the chair after the said items of business were 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 27th July, 2016 and would be submitted to the Stock Exchanges.

Thereafter, Mr. Ramachandran V, Director – Marketing & Strategy, proposed a formal vote of thanks to the Chairman, Directors, Shareholders and Others who attended the AGM.

The meeting was concluded at 5.30 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	26 th July, 2016
2.	Total Number of shareholders as on cut-off date	19,328
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 -98- -13-
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group Public	Not arranged.





Res. No.	Subject Matter of Resolution	Type of Resoluti on	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
				No.	%	No.	%
ORDINARY BUSINESS							
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2016 together with the Reports of the Board of Directors' and Auditor's thereon.	Ordinary	E-voting	25,413,289	100%	0	0
			Poll	39,272	100%	0	0
			Total	25,452,561	100%	0	0
2	Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31 st March, 2016.	Ordinary	E-voting	25,642,348	100%	0	0
			Poll	39,172	99.75%	100	0.25%
			Total	25,681,520	99.99%	100	0.01%
3	Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) who retires by rotation	Ordinary	E-voting	8,911,803	93.10%	660,121	6.90%
			Poll	39,272	100%	0	0
			Total	8,951,075	93.13%	660,121	6.87%
4	Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and fixation of remuneration thereof.	Ordinary	E-voting	25,642,320	99.99%	28	0.01%
			Poll	39,272	100%	0	0
			Total	25,681,592	99.99%	28	0.01%



SPECIAL BUSINESS

5	Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01 st June, 2016.	Ordinary	E-voting	25,332,178	99.99%	28	0.001%
			Poll	39,267	100%	0	0
			Total	25,371,445	99.99%	28	0.01%
6	Payment of Commission to Mrs. Joshua Johnson Thomas, (DIN: 02613030), Non-Executive Director for a period of three years with effect from 1 st April, 2016 to 31 st March, 2019.	Ordinary	E-voting	9,556,972	99.84%	14,952	0.15%
			Poll	36,983	94.18%	2,284	5.82%
			Total	9,593,955	99.82%	17,236	0.18%
7	Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31 st March, 2017.	Ordinary	E-voting	25,642,037	99.99%	311	0.001%
			Poll	38771	98.71%	506	1.29%
			Total	25,680,808	99.99%	817	0.01%
8	Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.	Special	E-voting	25,642,061	99.99%	287	0.001%
			Poll	38572	98.21%	705	1.79%
			Total	25,680,633	99.99%	992	0.01%
9	Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013.	Special	E-voting	24,979,020	97.41	663,328	2.58%
			Poll	38419	98.13%	733	1.87%
			Total	25,017,439	97.42%	6,64,061	2.58%



**V-GUARD**

10	Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013.	Special	E-voting	25,056,707	97.71%	585,641	2.28%
			Poll	38549	99.79%	83	0.21%
			Total	25,095,256	97.72%	5,85,724	2.28%
11	Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option.	Special	E-voting	25,054,707	97.72%	585,641	2.28%
			Poll	38394	99.42%	225	0.58%
			Total	25,093,101	97.72%	5,85,866	2.28%
12	Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share.	Ordinary	E-voting	25,642,033	99.99%	315	0.01%
			Poll	39112	99.80%	80	0.20%
			Total	25,681,145	99.99%	395	0.01%
13	Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company.	Ordinary	E-voting	25,642,033	99.99%	315	0.01%
			Poll	39091	99.74%	100	0.26%
			Total	25,681,124	99.99%	415	0.01%
14	Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company.	Ordinary	E-voting	25,641,015	99.99%	1,333	0.01%
			Poll	38092	100%	0	0
			Total	25,679,107	99.99%	1,333	0.01%

For V-GUARD INDUSTRIES LTD.**Company Secretary**

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)

**COMBINED SCRUTINIZER REPORT FOR REMOTE E-VOTING AND POLL FOR
M/s. V GUARD INDUSTRIES LIMITED**

To,

Mr. Kochouseph Thomas Chittilappilly
Chairman
M/s. V GUARD INDUSTRIES LIMITED
42/962, Vennala High School Road,
Vennala, Kochi, Ernakulam
Kerala - 682028

20th Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED** held on Tuesday, 26th day of July, 2016 at 4.30 P.M. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam- 682025

**Sub: Passing of Resolutions through Remote E-Voting and Poll conducted at the
20th Annual 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 - 682 016, 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 20th Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)**, held on Tuesday, 26th July, 2016, at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam, Kerala - 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 Saturday, 23rd July, 2016 (09.00 A.M.) to Monday, 25th July 2016 (5.00 P.M.). M/s. 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 26th July, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer report dated 27th July, 2016 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 27th July, 2016 attached herewith.

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

Res. No.	Subject Matter of Resolution	Type of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
				No.	%	No.	%
ORDINARY BUSINESS							
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2016 together with the Reports of the Board of Directors' and Auditor's thereon.	Ordinary	E-voting	25,413,289	100%	0	0
			Poll	39,272	100%	0	0
			Total	25,452,561	100%	0	0
2	Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31 st March, 2016.	Ordinary	E-voting	25,642,348	100%	0	0
			Poll	39,172	99.75%	100	0.25%
			Total	25,681,520	99.99%	100	0.01%
3	Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) who retires by rotation	Ordinary	E-voting	8,911,803	93.10%	660,121	6.90%
			Poll	39,272	100%	0	0
			Total	8,951,075	93.13%	660,121	6.87%
4	Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and fixation of remuneration thereof.	Ordinary	E-voting	25,642,320	99.99%	28	0.01%
			Poll	39,272	100%	0	0
			Total	25,681,592	99.99%	28	0.01%



SPECIAL BUSINESS							
5	Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01 st June, 2016.	Ordinary	E-voting	25,332,178	99.99%	28	0.001%
			Poll	39,267	100%	0	0
			Total	25,371,445	99.99%	28	0.01%
6	Payment of Commission to Mrs. Joshua Johnson Thomas, (DIN: 02613030), Non-Executive Director for a period of three years with effect from 1 st April, 2016 to 31 st March, 2019.	Ordinary	E-voting	9,556,972	99.84%	14,952	0.15%
			Poll	36,983	94.18%	2,284	5.82%
			Total	9,593,955	99.82%	17,236	0.18%
7	Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31 st March, 2017.	Ordinary	E-voting	25,642,037	99.99%	311	0.001%
			Poll	38771	98.71%	506	1.29%
			Total	25,680,808	99.99%	817	0.01%
8	Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.	Special	E-voting	25,642,061	99.99%	287	0.001%
			Poll	38572	98.21%	705	1.79%
			Total	25,680,633	99.99%	992	0.01%
9	Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013.	Special	E-voting	24,979,020	97.41%	663,328	2.58%
			Poll	38419	98.13%	733	1.87%
			Total	25,017,439	97.42%	6,64,061	2.58%
10	Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013.	Special	E-voting	25,056,707	97.71%	585,641	2.28%
			Poll	38549	99.79%	83	0.21%
			Total	25,095,256	97.72%	5,85,724	2.28%



11	Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option.	Special	E-voting	25,054,707	97.72%	585,641	2.28%
			Poll	38394	99.42%	225	0.58%
			Total	25,093,101	97.72%	5,85,866	2.28%
12	Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share.	Ordinary	E-voting	25,642,033	99.99%	315	0.01%
			Poll	39112	99.80%	80	0.20%
			Total	25,681,145	99.99%	395	0.01%
13	Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company.	Ordinary	E-voting	25,642,033	99.99%	315	0.01%
			Poll	39091	99.74%	100	0.26%
			Total	25,681,124	99.99%	415	0.01%
14	Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company.	Ordinary	E-voting	25,641,015	99.99%	1,333	0.01%
			Poll	38092	100%	0	0
			Total	25,679,107	99.99%	1,333	0.01%

All the Resolutions stand passed under Remote E-Voting and Poll as Ordinary / Special 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

27.07.2016



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

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Tele - Fax : +91 484 4030578
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+91 484 2357039 (Corp. Office)

27.07.2016

To

Mr. Kochouseph Thomas Chittilappilly
Chairman
M/s. 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, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016, have been appointed by the Board of Directors of **M/s. V GUARD INDUSTRIES LIMITED (CIN: L31200KL1996PLC010010)** having Registered Office at 42/962, Vennala High School Road, Vennala, Kochi, Ernakulam, Kerala - 682028 as the Scrutinizer for the Remote Electronic Voting of the resolutions included in the notice calling the 20th Annual General Meeting of the Company held on 26th July, 2016.

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 Saturday, 23rd July, 2016 (09.00 A.M.) to Monday, 25th July, 2016 (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 26th July, 2016, 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:

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Res olut ion No.	Subject Matter of Resolution	Total No. of shares through E-voting	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
ORDINARY BUSINESS							
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2016 together with the Reports of the Board of Directors' and Auditor's thereon.	25,413,289	25,413,289	100%	84.47%	0	0
2	Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31 st March, 2016.	25,642,348	25,642,348	100%	85.23%	0	0
3	Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) who retires by rotation	9,571,924	8,911,803	93.10%	29.62%	660,121	6.90%
4	Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the Statutory Auditors of the Company and fixation of remuneration thereof.	25,642,348	25,642,320	99.99%	85.23%	28	0.01%
SPECIAL BUSINESS							
5	Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01 st June, 2016.	25,332,206	25,332,178	99.99%	84.20%	28	0.01%



6	Payment of Commission to Mrs. Joshna Johnson Thomas,(DIN:02613030), Non-Executive Director for a period of three years with effect from 1 st April, 2016 to 31 st March, 2019.	9,571,924	9,556,972	99.84%	31.77%	14,952	0.16%
7	Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31 st March, 2017.	25,642,348	25,642,037	99.99%	85.23%	311	0.01%
8	Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013.	25,642,348	25,642,061	99.99%	85.23%	287	0.01%
9	Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013.	25,642,348	24,979,020	97.41	83.03%	663,328	2.59%
10	Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013.	25,642,348	25,056,707	97.72%	83.28%	585,641	2.28%
11	Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option.	25,640,348	25,054,707	97.72%	83.28%	585,641	2.28%
12	Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share.	25,642,348	25,642,033	99.99%	85.23%	315	0.01%
13	Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company.	25,642,348	25,642,033	99.99%	85.23%	315	0.01%



14	Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company.	25,642,348	25,641,015	99.99%	85.23%	1,333	0.01%
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All resolutions stand passed under Remote E-voting as Ordinary / Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thank you

Yours faithfully

For SVJS & Associates
Company Secretaries


JAYAN K.
Partner
CP No: 7363



Witnesses to the unblocking of votes:

1. Syam mohank
THC 47/1197, Ragamallika (H)
Puthukkara, Ayyanthole P.O.
Thrissur - 680 003.



2. JIMSHI. C.T
CHAKKINGAL THODI (H)
MATTATHUR P.O.
OTHUKKUNGAL
MALAPPURAM - 676528.



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
M/s. V GUARD INDUSTRIES LIMITED
42/962, Vennala High School Road
Vennala, Kochi, Ernakulam
Kerala - 682028

20th Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED** held on Tuesday, 26th day of July, 2016 at 4.30 P.M. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam, Kerala - 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 - 682 016 appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 20th Annual General Meeting of the Equity Shareholders of **M/s. V GUARD INDUSTRIES LIMITED** (CIN: L31200KL1996PLC010010), held on Tuesday, 26th day of July, 2016 at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 2 (Two) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were 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.
4. The result of the Poll is as under:

(a) Resolution 1:

Adoption of Audited Financial Statements for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors' and Auditor's 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
86	39272	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
-	-	-

- (iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(b) Resolution 2:

Confirmation of payment of interim dividend of Rs. 4.50/- per Equity Share and declaration of final dividend on equity shares for the Financial Year ended 31st March, 2016:

- (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
85	39172	99.75%



(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	100	0.25%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(c) Resolution 3:

Re-appointment of Director Mrs. Joshna Johnson Thomas (DIN: 02613030) 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
86	39272	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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(d) Resolution 4:

Ratification of appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants as the 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
86	39272	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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(e) Resolution 5:

Re-appointment of Mr. Ramachandran Venkataraman, (DIN: 06576300) as the Whole time Director of the Company for a period of 4 years with effect from 01st June, 2016:

(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
86	39267	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
-	-	-

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35



(f) Resolution 6:

Payment of Commission to Mrs. Joshna Johnson Thomas,(DIN:02613030), Non-Executive Director for a period of three years with effect from 1st April, 2016 to 31st March, 2019:

(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	36983	94.18%

(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
8	2284	5.82%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(g) Resolution 7:

Ratification of payment of Remuneration to Cost Auditor, M/s. Ajeesh & Associates, (FRN: 100870) for the Financial Year ending 31st March, 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
85	38771	98.71%

(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
2	506	1.29%



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(h) **Resolution 8:**

Increasing the borrowing limits of the Company to an aggregate limit of Rs. 750 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013:

(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
84	38572	98.21%

(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
3	705	1.79%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(i) **Resolution 9:**

Increasing the limits for investing in securities of other Bodies Corporate up to an aggregate limit of Rs. 750 Crores pursuant to Section 186 of the Companies Act, 2013:

(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
80	38419	98.13%



(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
5	733	1.87%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(j) **Resolution 10:**

Issue of further number of options to the extent of 2,25,000 Equity Shares for grant under Employees Stock Option Scheme 2013:

(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
81	38549	99.79%

(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
2	83	0.21%

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(k) **Resolution 11:**

Granting of Stock options to identified employees, under Employees Stock Option Schemes 2013 during any one year, equal to or exceeding one percentage of the issued capital of the Company at the time of grant of option:



(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
79	38394	99.42%

(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
3	225	0.58%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(I) **Resolution 12:**

Sub-division of Equity Shares of the Company having face value of Rs. 10/- per share to face value of Re. 1/- per share:

(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
85	39112	99.80%

(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	80	0.20%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35



(m) Resolution 13:

Alteration of Capital Clause of Memorandum of Association of the Company to effect the sub-division of Equity Shares of the Company:

(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
84	39091	99.74%

(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	100	0.26%

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

(n) Resolution 14:

Increasing the Authorised Share Capital of the Company from Rs. 35 Crores to Rs. 40 Crores and alteration of Capital Clause of Memorandum of Association of the Company:

(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
83	38092	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
-	-	-



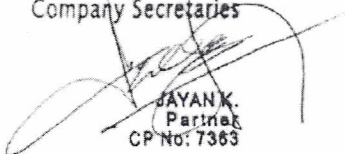
(iii) **Invalid Votes**

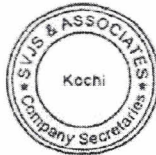
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
4	35

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 / Special resolutions with requisite majority as specified under the Companies Act, 2013.

Thanking You

Yours faithfully
For SVJS & Associates
Company Secretaries


JAYAN K.
Parthak
CP No: 7363



Kochi
27.07.2016

For V-GUARD INDUSTRIES LTD.


CHAIRMAN