

V-GUARD INDUSTRIES LIMITED

Registered Office: 33/2905 F, 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



Ref: VGL/SEC/NSE/356

Date: 31st July 2014

Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', C-1, Block – G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400051
Fax: 022 - 26598237/38
Ph: 022 – 26598236

Symbol:- VGUARD/Series:EQ

Dear Sir,

Sub: Clause 35A of the Listing Agreement – Details of Voting Results at the 18th Annual General Meeting of the Company.

Pursuant to Clause 35A of the Listing Agreement, details of the voting results at the 18th Annual General Meeting (AGM) of the Company held on Tuesday, the 29th July 2014 at Hotel The Renai Cochin, Palarivattom, Kochi, Kerala- 682025, are enclosed herewith in the prescribed format.

Further, we are also enclosing the following documents:

1. Results of voting through electronic means and poll conducted at the AGM.
2. Scrutinizer's Report on e-voting.
3. Scrutinizer's Report on poll.

The above are also 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



Details of Voting Results

Sr. No.	Particulars	Details
1.	Date of the AGM	29 th July, 2014
2.	Total Number of shareholders as on record date	17,629
3.	No. of shareholders present in the meeting either in person or through proxy : Promoters and Promoter Group : Public : Members Proxy	 2 98 19
4.	No. of shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group : Public	 Not arranged

For V-GUARD INDUSTRIES LTD.

Company Secretary



Resolution No. 1

Adoption of Financial Statements for the year ended 31st March, 2014 (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	87040	2.56	87040	0	100	0
Grand Totals	29847520	23668194	79.30	23668194	0	100	0

Resolution No. 2

Declare final dividend for the FY 2013-14 (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	85316	2.51	85316	0	100	0
Grand Totals	29847520	23666470	79.29	23666470	0	100	0





Resolution No. 3

Reappointment of Mr. Mithun k Chittilappilly , who retires by rotation (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	87004	2.57	86924	80	99.91	0.09
Grand Totals	29847520	23668158	79.30	23668078	80	99.99	0.00

Resolution No. 4

Reappoint of M/s. S R Batliboi & Associates LLP, Chartered Accountants with firm registration no. 101049W as the Statutory Auditors of the Company and fixing their remuneration (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
Grand Totals	29847520	23668068	79.30	23668068	0	100	0





Resolution No. 5

Appointment of Mrs. Joshna Mithun as a Director under the category of Non Executive Director (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86814	100	99.88	0.16
Grand Totals	29847520	23668068	79.30	23667968	100	99.99	0.00

Resolution No. 6

Appointment of Mr. Ullas K Kamth as an Independent Director (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
Grand Totals	29847520	23668068	79.30	23668068	0	100	0





Resolution No. 7

Appointment of Mr. C J George as an Independent Director (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3664615	149679	96.08	3.92
Public Others	3397006	86914	2.56	86854	60	99.93	0.07
Grand Totals	29847520	23668068	79.30	23668008	149739	99.99	0.01

Resolution No. 8

Appointment of Mr. A K Nair as an Independent Director (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86854	60	99.93	0.07
Grand Totals	29847520	23668068	79.30	23668068	60	99.99	0.00





Resolution No. 9

Appointment of Mr. Cherian N Punnoose as an Independent Director (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
Grand Totals	29847520	23668068	79.30	23668068	0	100	0

Resolution No. 10

To ratify the audit fee payable to the Cost Auditors for the financial year 2013-14 (Ordinary Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86914	0	100	0
Grand Totals	29847520	23668068	79.30	23668068	0	100	0





Resolution No. 11

To give consent u/s 180(1)(c) to borrow funds upto an amount of Rs. 350 crores which is in excess of the aggregate of paid up capital and free reserves of the Company(Special Resolution)

Promoter/Public	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	19766860	19766860	100	19766860	0	100	0
Public – Institutional Holders	6683654	3814294	57.07	3814294	0	100	0
Public Others	3397006	86914	2.56	86322	592	99.32	0.68
Grand Totals	29847520	23668068	79.30	23667476	592	99.99	0.00

For V-Guard Industries Limited

Jayasree K
Company Secretary

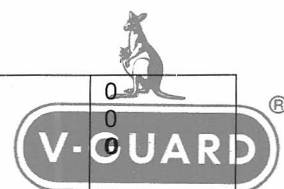
**VANGUARD**

RESULT OF VOTING THROUGH ELECTRONIC MEANS CONDUCTED PURSUANT TO THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND POLL CONDUCTED PURSUANT TO SECTION 109 OF THE COMPANIES ACT, 2013 AND RULE 21(2) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 FOR THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, 29TH JULY, 2014 AT 4.00 P.M.

Res. No	Subject Matter of Resolution	Particulars of Business	Votes in favor of the resolution		Votes against the resolution	
			Nos.	%	Nos.	%
1	Adoption of Annual Accounts	E-voting Poll Total	23630492 37702 23668194	100 100 100	0 0 0	0 0 0
2	Declaration of Dividend	E-voting Poll Total	23630492 35978 23666470	100 100 100	0 0 0	0 0 0
3	Re-appointment of Mr. Mithun K. Chittilappilly, who retires by rotation.	E-voting Poll Total	23630492 37586 23668078	100 99.79 99.99	0 80 80	0 0.21 0.01
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors of the Company and fixing their remuneration.	E-voting Poll Total	23630492 37576 23668068	100 100 100	0 0 0	0 0 0
5	Appointment of Mrs. Joshna Mithun, as a Non - Executive Director, liable to retire by rotation.	E-voting Poll Total	23630492 37476 23667968	100 99.73 99.99	0 100 100	0 0.27 0.01
6	Appointment of Mr. Ullas K. Kamath, as Independent Director.	E-voting Poll Total	23630492 37576 23668068	100 100 100	0 0 0	0 0 0
7	Appointment of Mr. C. J. George, as Independent Director.	E-voting Poll Total	23480813 37516 23518329	99.37 99.84 99.37	149679 60 149739	0.63 0.16 0.63
8	Appointment of Mr. A. K. Nair, as Independent Director.	E-voting Poll Total	23630488 37516 23668004	99.99 99.84 99.99	0 60 60	0 0.16 0.01
9	Appointment of Mr. Cherian N. Punnoose, as Independent Director.	E-voting Poll Total	23630492 37576 23668068	100 100 100	0 0 0	0 0 0



10	To approve the payment of remuneration to the Cost Auditors for the financial year ended 31.03.2015.	E-voting Poll Total	23630492 37576 23668068	100 100 100	0 0 0	0 0 0
11	Increase of borrowing power of the Company up to Rs. 350 Crores exceeding the aggregate of paid - up capital and free reserves of the Company pursuant to section 180 (1) (c) of the Companies Act, 2013.	E-voting Poll Total	23630492 36984 23667476	100 98.42 99.99	0 592 592	0 1.58 0.01



Based on the above, the Resolutions has been passed with requisite majority.

For V-Guard Industries Limited

Jayasree K
Company Secretary