

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

www.svjs.in
info@svjs.in / svjsassociates@gmail.com

Tele - Fax : +91 484 4030578
+91 484 2356449 (Regd. Office)
+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

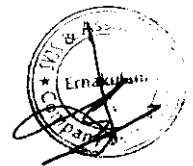
The Chairman

18th Annual General Meeting of the Shareholders of **M/s V Guard Industries Limited** held
on Tuesday, 29th July, 2014 at Hotel "The Renai Cochin", Palarivattom P.O., Kochi-682025

Dear Sir,

I, CS Jayan K., Company Secretary in Practice, holding Membership Number: ACS- 20203
and Certificate of Practice Number - 7363, Partner, SVJS & Associates, Company
Secretaries, Padmam Apartments, Manikkath Road, Ravipuram, Kochi, Kerala - 682 016,
appointed as Scrutinizer for the purpose of the poll taken on the below mentioned
resolution(s), at the 18th Annual General Meeting of the Shareholders of M/s. V Guard
Industries Limited (CIN : L31200KL1996PLC010010), held on Tuesday, 29th July, 2014 at
"The Renai Cochin", Palarivattom P.O., Kochi - 682025, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, the 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 authorizations / proxies lodged with the
Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective
have been treated as invalid and kept separately.



4. The result of the Poll is as under:

(a) Resolution 1

To receive, consider and adopt the Audited Balance Sheet as on 31st March 2014 and Statement of Profit and Loss of the Company for the year ended on that date, together with Cash Flow Statement, the reports of the Directors and Auditors 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
79	37702	99.43

(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
Nil	Nil	Nil

(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	315

(b)Resolution 2

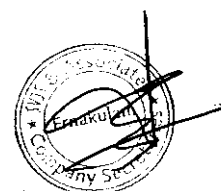
Declaration of Dividend.

(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	35978	94.88

(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
Nil	Nil	Nil



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
13	1939

(c) Resolution 3

Re-appointment of Mr. Mithun K. Chittilappilly, 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
79	37586	99.12

(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	.21

(iii) **Invalid Votes**

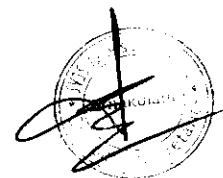
Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
8	251

(d) Resolution 4

Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors of the Company and fixing their remuneration.

(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	37576	99.1



(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
Nil	Nil	Nil

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(e) Resolution 5

Appointment of Mrs. Joshna Mithun, as a Non - Executive Director, liable to retire 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
77	37476	98.83

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

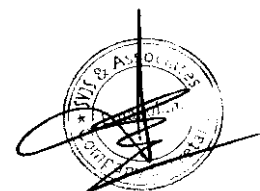
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	100	.26

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(f) Resolution 6

Appointment of Mr. Ullas K. Kamath, as Independent Director.



(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	37576	99.1

(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
Nil	Nil	Nil

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(g) Resolution 7

Appointment of Mr. C. J. George, as Independent Director.

(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
77	37516	98.94

(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	60	.16

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(h) Resolution 8

Appointment of Mr. A. K. Nair, as Independent Director.

(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
77	37516	98.94

(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	60	.16

(iii) **Invalid** Votes

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(i) Resolution 9

Appointment of Mr. Cherian N. Punnoose, as Independent Director.

(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	37576	99.1

(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
Nil	Nil	Nil



(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(j) Resolution 10

To approve the payment of remuneration to the Cost Auditors for the financial year ended 31.03.2015.

(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	37576	99.1

(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
Nil	Nil	Nil

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

(k) Resolution 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.

(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	36984	97.53



(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	592	1.56

(iii) **Invalid Votes**

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
10	341

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 for safe keeping.

Thanking You,

Yours faithfully,



CS Jayan K.

ACS: 20203; CP: 7363.



Kochi
30.07.2014