

Corp. Office : 39/3519 B, 1st Floor
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26.07.2014

To

The Chairman

M/s. V Guard Industries Limited
33/2905 F, Vennala High School Road
Vennala, Ernakulam, Kerala - 682028

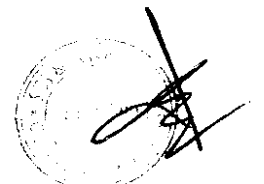
Sir,

Sub: Report of the Scrutinizer on Electronic Voting

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, has been appointed by the Board of Directors of M/s. V Guard Industries Limited (CIN : L31200KL1996PLC010010), 33/2905 F, Vennala High School Road, Vennala, Ernakulam, Kerala - 682028, as the Scrutinizer for the Electronic Voting of the resolutions included in the notice calling the Annual General Meeting of the Company to be held on 29th July, 2014.

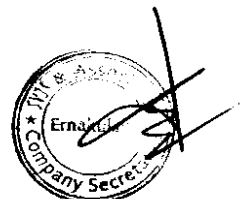
As the Scrutinizer, I report that in compliance of the provisions of Rule 20 (3) (vi) of the Companies (Management and Administration) Rules 2014, the above electronic voting remained open to the members from 24.07.2014 (9.00 A.M.) to 25.07.2014 (6.00 P.M.). Further the e-voting period was completed three days prior to the date of meeting, as per the above Rules.

On completion of the e-voting period, in compliance of the provisions of Rule 20 (3) (xi) of the Companies (Management and Administration) Rules 2014, I have unblocked the votes on 25th July 2014, 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 E-voting result: (EVSN – CDSL: 140630019)

			ASSENT / IN FAVOUR OF			DISSENT / AGAINST	
Resolu- tion 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 together with Cash Flow Statement, Directors' Report and Auditors' Report	23630492	23630492	100	79.17	0	0
2	Declaration of Dividend	23630492	23630492	100	79.17	0	0
3	Re-appointment of Mr. Mithun K. Chittilappilly, who retires by rotation	23630492	23630492	100	79.17	0	0
4	Re-appointment of M/s. S R Batliboi & Associates LLP, Chartered Accountants, Kochi as Statutory Auditors	23630492	23630492	100	79.17	0	0
SPECIAL BUSINESS – ORDINARY RESOLUTION							
5	Appointment of Mrs. Joshna Mithun, as Non - Executive Director, liable to retire by rotation	23630492	23630492	100	79.17	0	0
6	Appointment of Mr. Ullas K. Kamath, as Independent Director	23630492	23630492	100	79.17	0	0
7	Appointment of Mr. C. J. George, as Independent Director	23630492	23480813	99.37	78.67	149679	0.63
8	Appointment of Mr. A. K. Nair, as Independent Director	23630492	23630488	99.99	79.17	0	0
9	Appointment of Mr. Cherian N. Punnoose, as Independent Director	23630492	23630492	100	79.17	0	0



10	Approving payment of remuneration to the Cost Auditors for the financial year ended 31.03.2015	23630492	23630492	100	79.17	0	0
SPECIAL BUSINESS – SPECIAL RESOLUTION							
11	Increase of borrowing power of the Company exceeding the aggregate of paid-up capital and free reserves of the Company, but not exceeding Rs. 350 Crores	23630492	23630492	100	79.17	0	0

Out of the votes casted under e-voting, 100% (i.e. 79.17% of the Paid-up Capital of the Company) favours Resolution Numbers 1, 2, 3, 4, 5, 6, 9, 10 and 11. With respect to Resolution Number 7, 99.37% (i.e. 78.67% of the Paid-up Capital of the Company) of the votes casted assented the Resolution. Resolution Number 8 has been assented by 99.99% (i.e. 79.17% of the Paid-up Capital of the Company) of the votes casted.

Thank you very much.

Yours faithfully,

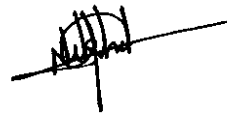

CS Jayan K.

ACS: 20203, CP: 7363



Witnesses to the unblocking of votes:

1. Nikhil George Pinto
Breeze Cottage, Perumanoor
Kochi, Kerala – 682015



2. Jyothi Mary Jacob
42, Jawahar Nagar, Kadavanthra
Kochi - 682020

