



V-Guard Industries Limited

CIN: L31200KL1996PLC010010

Registered Office: 42/962, Vennala High School Road,
Vennala, Kochi - 682028 E-mail: mail@vguard.in
Web: www.vguard.in; Phone: 0484-3005000;
Fax: 0484-3005100

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of V-Guard Industries Limited will be held at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam-682025, on Monday, July 31, 2017, at 04.30 p.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2017 and Statement of Profit and Loss of the Company for the year ended on that date together with Cash Flow Statement, the Directors' Report and Auditors' Report thereon.
2. To declare a final dividend of Rs. 0.70 per equity share of Re.1 each for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Mr. Mithun K Chittilappilly (DIN: 00027610), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint the Statutory Auditors.

To consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S R Batliboi and Associates LLP, Chartered Accountants, with ICAI firm registration no. 101049W / E300004, be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until

the conclusion of the 26th Annual General Meeting of the Company to be held in the year 2022, subject to ratification by the Members at every Annual General Meeting held within the tenure of re-appointment, at such remuneration plus applicable taxes and reimbursement of out of pocket expenses in connection with the audit, which may be recommended by the Audit Committee and fixed by the Board of Directors of the Company.

Special Business

5. To ratify the remuneration payable to Cost Auditors.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactments thereof for the time being in force), M/s. RA & Co. Cost Accountants, Mumbai, (Firm Registration No.: 000242) were appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2018, be paid remuneration of Rs.3,00,000/- plus applicable taxes and re-imburement of out of pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized severally to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : July 3, 2017

Sd/-
JAYASREE K
Company Secretary
(Membership No.: ACS: 15900)

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY.**
2. A blank form of proxy is enclosed and if intended to be used, should be lodged with the Company at the Registered Office at least FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members and proxies who desire to attend the Annual General Meeting of the Company are requested to bring the attendance slip duly filled in and signed and hand over the same at the registration counter at the venue of the Annual General Meeting. Members who have opted physical copy are requested to bring their copies of the Notice and Annual Report.
4. The relative Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under item no. 5 is annexed hereto. Pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings, brief resume and functional expertise of the Director seeking appointment / re-appointment is furnished below along with the details of listed Companies in which they hold Directorship and the details of membership or chairmanship of sub-committees of Board.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the Annual General Meeting.
6. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the business hours on any working day, except Saturdays, Sundays and Public Holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting. Members may also note that the Notice and Annual Report of the Company for the Financial Year 2016-17 are available on Company's website at www.vguard.in.
7. The Register of Members and Transfer Books of the Company will be closed from July 25, 2017 to July 31, 2017 both days inclusive. If the final dividend as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made after July 31, 2017, but within the statutory time limit of 30 days, as under:
 - a. To all beneficial owners in respect of shares held in electronic form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) on July 24, 2017.
 - b. To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 24, 2017.
8. Members holding shares in dematerialized form may, kindly note that their address and bank account details, as furnished by their depositories to the Company, shall be printed on the Dividend Warrants, as per applicable regulations of the depositories. Members who wish to change their address/bank account details are requested to advise their Depository Participants about such change on or before July 22, 2017.
9. Members holding shares in physical form are requested to advise any change of address immediately to Link Intime India Private Limited, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028, the Registrar and Transfer Agents of the Company, on or before July 22, 2017.
10. Members who continue to hold shares in physical form, are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic / dematerialized form. The shareholders have the option to hold Company's shares in demat form through National

Securities Depositories Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

11. Members who wish to seek/desire any further information/clarification on the annual accounts are requested to send their queries at least 48 hours in advance of the date of the meeting to the Registered Office, by quoting the folio no./ client ID.
12. The Notice of the Annual General Meeting along with the Annual Report for Financial Year 2016-17, is being sent by electronic mode to those members, whose e-mail ids are registered with the Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their email ids, physical copies are being sent by the permitted mode.
13. To support the 'Green Initiative', the members who have not registered their e-mail ids are requested to register the same with Depositories.
14. Members holding shares in physical form and not opted for NECS facility earlier, are requested to fill up the enclosed mandate form and forward the same to Link Intime India Private Ltd., latest by July 22, 2017 to avail the NECS facility; members who have already availed the NECS facility may intimate Link Intime India Private Ltd., of any change in the Bank account details already furnished latest by July 22, 2017.
15. Members who are holding shares in physical form and opts dividend warrant are also requested to intimate their Savings Account/Current Account No. and the name of the Bank & Branch with whom such account is held or of any change in the information already furnished to Link Intime India Private Ltd. latest by July 22, 2017 to enable the printing of the said details on the Dividend Warrant to prevent fraudulent encashment of the same.
16. Transfer of Unclaimed/Unpaid amounts lying in unpaid dividend account to the Investor Education and Protection Fund (IEPF)

Pursuant to the provisions of Sections 124 and 125 and other applicable provisions, if any, of the Companies Act, 2013, unclaimed/unpaid dividend for the Financial Year 2009-10 is due for transfer to IEPF on August 25, 2017. Members who have not yet encashed their dividend warrant or made any claim for the dividend of the Financial Year 2009-10, are requested to make their claims without delay to Link Intime India Private Ltd. Members who have not yet claimed the dividend for the subsequent

financial years are also requested to make their claim at the earliest, though the dividend for the respective years is not due for transfer to IEPF this year. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

17. In compliance with Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting, through ballot paper / any other means, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper / any other means. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
18. The instructions for e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL (for Members whose email addresses are registered with the Company/Depositories):
 - i. Open the e-mail and also open PDF file, namely, "V-Guard e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password noted in step (i) above. Click Login.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN + Folio No).

- v. After successful login, you can change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting > Active Voting Cycles.
 - vii. Select “EVEN” (E-voting Event Number) of V-Guard Industries Limited which is 106380. Now you are ready for e-voting as Cast Vote page opens.
 - viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to jayan@svjs.in, with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders, available at the Download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company/ Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Friday, July 28, 2017 (9.00 a.m. IST) and ends on Sunday, July 30, 2017 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on July 24, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the meeting through ballot / any other means.
 - iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.
 - iv. Mr. Jayan K, Practicing Company Secretary (Membership No. FCS 8154), has been appointed as the scrutinizer to scrutinize both the remote e-voting process and voting through ballot paper or any other means during the Annual General Meeting, in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - v. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.vguard.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed.

Statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business

As required by Section 102 of the Companies Act, 2013 (hereinafter referred as "the Act"), the following statement sets out all material facts relating to the business mentioned under Item no. 5 of the accompanying Notice dated July 3, 2017.

Item No. 5

The Board on recommendation of the Audit Committee has approved the appointment of M/s. RA & Co. Cost Accountants, Mumbai, (Firm Registration No.000242) as the Cost Auditors to conduct audit of the Cost Records of the Company for the Financial Year ending March 31, 2018. The Board has also approved payment of Rs.3,00,000/- as audit fee payable to the Cost Auditors plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act, read with The Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

A certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Company on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the Meeting.

Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for the Financial Year 2017-18 as set out in the Resolution for the aforesaid services to be rendered by them.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution set out in the item no. 5 of the accompanying Notice.

By Order of the Board
For V-GUARD INDUSTRIES LIMITED

Place : Kochi
Date : July 3, 2017

Sd/-
JAYASREE K
Company Secretary
(Membership No.: ACS: 15900)

Details of Director seeking re-appointment at the ensuing Annual General Meeting in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 General Meeting issued by Institute of Company Secretaries of India.

Particulars	Details
Name	Mr. Mithun K Chittilappilly
Date of birth & Age	02.09.1980, 37 years
DIN	00027610
Date of first appointment to the Board	01.04.2003
Qualification	Graduate in Commerce and MBA (Finance & Marketing)
Experience in specific functional areas	He is in the Board of the Company for more than 14 years and has headed various strategic initiatives and directed the Organisation to the next level by implementing various transformational activities in the functional areas of Supply Chain Management, Sales & Marketing and Customer Services. He has been instrumental in Company going Digital for branding activities and entering e-commerce. He has taken an active role in increasing the manufacturing footprint of the Company in major products.
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Mr. Kochouseph Chittilappilly, Chairman is his father and Mrs. Joshna Johnson Thomas, Director is his wife.
Directorship held in other listed Companies	Nil
Memberships in the Committees of Board of other listed Companies.	Nil
Membership and Chairmanship in the Committees of the Board of the Company.	CSR Committee - Member Stakeholders' Relationship & Share Transfer Committee - Member Audit Committee - Member
No. of shares held in the Company.	7,15,51,452
Number of meetings of the Board attending during the Financial Year 2016-17.	10
Terms and conditions of re-appointment along with details of remuneration sought to be paid.	He has been re-appointed as the Managing Director of the Company for a period of three years effective from April 1, 2015 by the members of the Company in their Annual General Meeting held on August 3, 2015. As per the terms of re-appointment, he is liable to retire by rotation as per the provisions of Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.
Details of last drawn remuneration	During the Financial Year 2016-17, an aggregate amount of Rs. 245.21 lakhs were paid as salary including Rs. 162.73 lakhs as Commission, Rs.11.63 lakhs as Perquisites and Rs. 6.94 lakhs as Retirement Benefits.



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FORM NO. MGT -11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :	
Registered Address :	
E-mail ID :	
Folio No. / Client ID :	
DP ID :	

I/We, being the member(s) holding shares of the above named company, hereby appoint:

1. Name :

Address :

E-mail ID :

Signature :

or failing him/her

2. Name :

Address :

E-mail ID :

Signature :

or failing him/her

3. Name :

Address :

E-mail ID :

Signature :



as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company, to be held on Monday, July 31, 2017, at 4.30 p.m., at Hotel "The Renai Cochin", Palarivattom P.O, Kochi-682025 and at any adjournment thereof in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Resolution Number	Resolutions	Vote (Optional see Note 2) (Please mention No. of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adoption of Financial Statements for the Financial Year ended March 31, 2017.			
2	To declare final dividend for the Financial Year 2016-17.			
3	Re-appointment of Mr. Mithun K Chittilappilli, Director, who retires by rotation and offers himself for re-appointment.			
4	To re-appoint M/s. S R Batliboi & Associates LLP, Chartered Accountants, with Firm Registration No.101049W/E30004 as Statutory Auditors of the Company from the conclusion of this meeting upto the conclusion of 26th Annual General Meeting, subject to ratification by the members in every Annual General Meeting to be held during the tenure of re-appointment.			
Special Business				
5	Ratification of payment of Rs.3,00,000/- as remuneration excluding taxes and reimbursement of out of pocket expenses to M/s. RA & Co. Cost Accountants, Mumbai, (Firm Registration No.000242) the Cost Auditors of the Company for the Financial Year 2017-18.			

Signed this day of 2017.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp not less than Re.1/-
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- Note:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
 2. It is optional to indicate your preference. If you leave the 'for', 'against', 'abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem applicable.



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NATIONAL ELECTRONIC CLEARING SERVICE (NECS) MANDATE FORM

(For Shares held in Physical form)

1. First Shareholder's Name :
2. Shareholder's Folio No. :
3. Particulars of Bank Account :
 - a) Bank Name :
 - b) Branch Name :
 - c) Account No. :
 - d) Account Type : SB Current Cash Credit
(tick whichever is applicable)
 - e) Ledger folio No. of the Bank A/c :
(as appearing on the cheque book)
 - f) 9 Digit code no. of the Bank & Branch appearing on the MICR Cheque issued by the Bank :

I, hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the Company responsible.

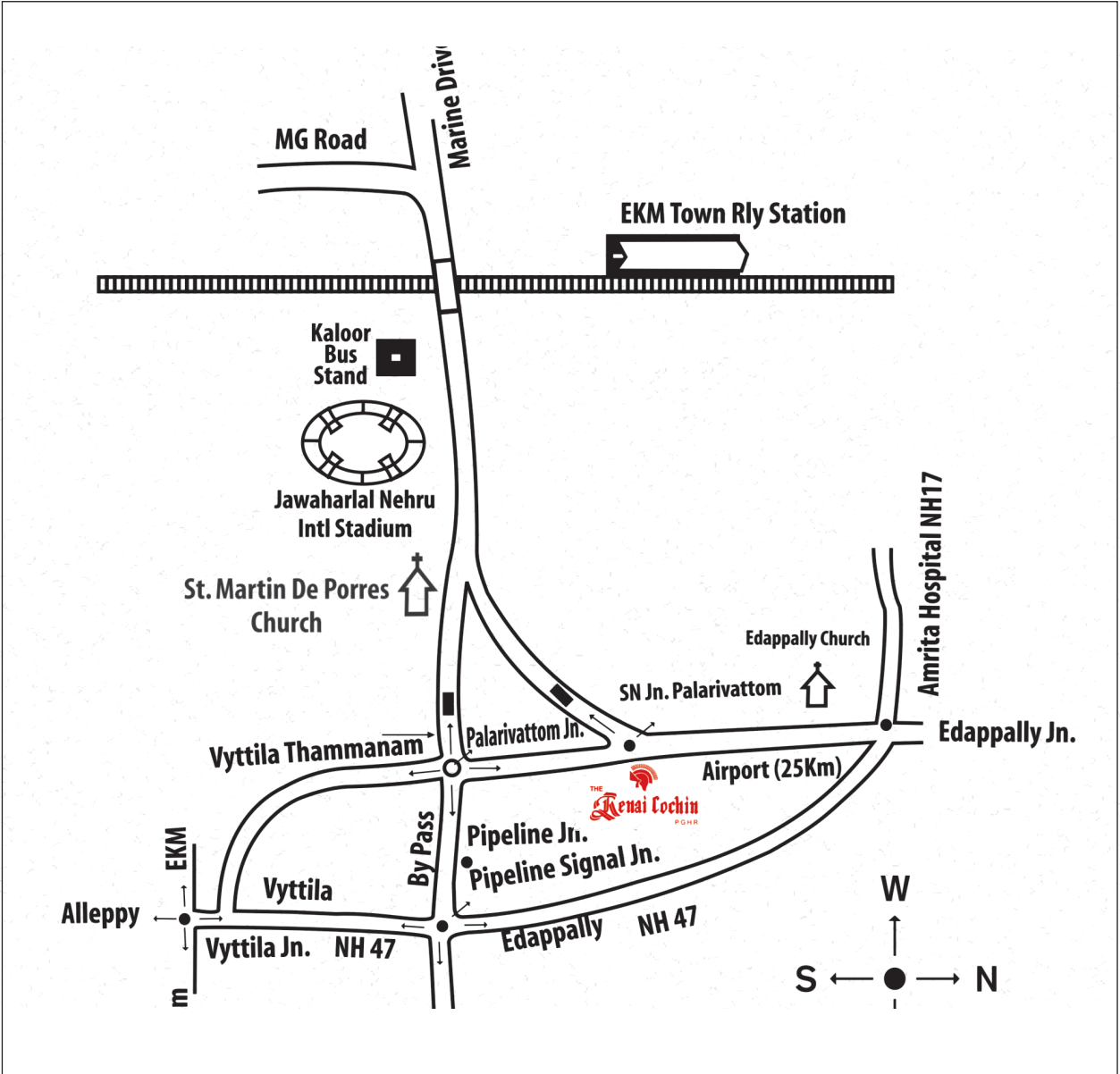
Signature of First Shareholder

Date :

Note:

1. Please attach photocopy of a cheque or a blank cancelled cheque issued by your Bank relating to your above account for verifying the accuracy of the code numbers.
2. Members who are holding shares in physical form and have not opted for NECS facility earlier are requested to fill up the enclosed mandate form and forward the same to Link Intime India Private Ltd, Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore-641028 latest by July 22, 2017.
3. Members who have already availed the NECS facility may intimate Link Intime India Private Ltd in the aforesaid address of any change in the bank account details already furnished latest by July 22, 2017.
4. Members who have received soft copy of the Notice may kindly take a print out of the NECS mandate and dispatch the same to the aforesaid address latest by July 22, 2017.

ROUTE MAP OF THE AGM VENUE





V-GUARD INDUSTRIES LIMITED

CIN: L31200KL1996PLC010010

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ATTENDANCE SLIP

TWENTY FIRST ANNUAL GENERAL MEETING - JULY 31, 2017

Registered Folio No. / DP ID & Client ID	
Name and address of the Member(s)	
No. of shares	

I hereby record my presence at the Twenty First Annual General Meeting of the Company at 4.30 p.m. at Hotel "The Renai Cochin", Palarivattom P.O., Ernakulam-682025 on Monday, July 31, 2017.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Members who are attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting room.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
106380		

Notes:

1. Please read the instructions printed under the Notes to the Notice of 21st Annual General Meeting to be held on Monday, July 31, 2017, at 4.30 p.m.
2. The remote e-voting period starts from 9.00 a.m. on Friday, July 28, 2017 and ends at 5.00 p.m. on Sunday, July 30, 2017.